

SERFF Tracking Number: CRUM-126561655 State: Arkansas  
Filing Company: United States Fire Insurance Company State Tracking Number: 25278  
Company Tracking Number:  
TOI: H14G Group Health - Hospital Indemnity Sub-TOI: H14G.000 Health - Hospital Indemnity  
Product Name: AR-Additional Assoc Filing-3-10-USF  
Project Name/Number: /

## Filing at a Glance

Company: United States Fire Insurance Company

Product Name: AR-Additional Assoc Filing-3-10-USF SERFF Tr Num: CRUM-126561655 State: Arkansas

TOI: H14G Group Health - Hospital Indemnity SERFF Status: Closed-Approved-Closed State Tr Num: 25278

Sub-TOI: H14G.000 Health - Hospital Indemnity Co Tr Num: State Status: Approved-Closed  
Filing Type: Form Reviewer(s): Rosalind Minor

Author: Vera Harwell

Date Submitted: 03/29/2010

Disposition Date: 04/13/2010

Disposition Status: Approved-Closed

Implementation Date Requested:

Implementation Date:

State Filing Description:

## General Information

Project Name:

Status of Filing in Domicile:

Project Number:

Date Approved in Domicile:

Requested Filing Mode:

Domicile Status Comments:

Explanation for Combination/Other:

Market Type: Group

Submission Type: New Submission

Group Market Size: Small and Large

Overall Rate Impact:

Group Market Type: Association

Filing Status Changed: 04/13/2010

Explanation for Other Group Market Type:

State Status Changed: 04/13/2010

Deemer Date:

Created By: Vera Harwell

Submitted By: Vera Harwell

Corresponding Filing Tracking Number:

Filing Description:

Forms: AH-27330, AHC-27330 et al

Group Health – Hospital Indemnity

Approved for additional associations on April 20, 2007

Informational Filing

Listing and documents for additional associations

As stated in our October 18, 2006 and March 15, 2007 correspondence, we are providing, as an informational filing,

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association by-laws and articles of incorporation for the additional associations on the attached list to which this product filing may be issued.

Additionally, we have attached the necessary questionnaire and attachments as requested to review the associations.

Should you require further information, please do not hesitate to contact me directly at the contact information provided below.

Thank you in advance for your time and consideration in reviewing this filing.

Sincerely,

Rebecca R. Booth  
Senior Compliance Analyst  
Fairmont Specialty, a part of Crum & Forster Group  
rbooth@fairmontspecialty.com  
732-676-9831

## Company and Contact

### Filing Contact Information

Vera Harwell, Compliance Manager vharwell@fairmontspecialty.com  
5 Christopher Way 732-918-6713 [Phone]  
Eatontown, NJ 07724 732-918-4755 [FAX]

### Filing Company Information

United States Fire Insurance Company	CoCode: 21113	State of Domicile: Delaware
305 MADISON AVENUE	Group Code: 158	Company Type:
MORRISTOWN, NJ 07962	Group Name:	State ID Number:
(973) 490-6476 ext. [Phone]	FEIN Number: 13-5459190	

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## Filing Fees

Fee Required?	No
Retaliatory?	No
Fee Explanation:	
Per Company:	No

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COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
United States Fire Insurance Company	\$0.00	03/29/2010	

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## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	04/13/2010	04/13/2010
Approved-Closed	Rosalind Minor	04/02/2010	04/02/2010

### Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
Thank you	Note To Reviewer	Vera Harwell	04/12/2010	04/12/2010
Disregard my approval	Note To Filer	Rosalind Minor	04/02/2010	04/02/2010



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*Project Name/Number:*      */*

## **Disposition**

Disposition Date: 04/13/2010

Implementation Date:

Status: Approved-Closed

Comment:

Thank you for your patience with our Department's review of the association group.

Effective on this date, all associations outlined in this submission is approved.

Rate data does NOT apply to filing.

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Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification	Approved-Closed	Yes
Supporting Document	Application	Approved-Closed	Yes
Supporting Document	Explanatory Memorandum and Association list	Approved-Closed	Yes
Supporting Document	CBA Association Questionnaire and supporting documentation	Approved-Closed	Yes
Supporting Document	CDBA Association Questionnaire and Supporting documentation	Approved-Closed	Yes
Supporting Document	ABBA Association Questionnaire and Supporting documentation	Approved-Closed	Yes
Supporting Document	USAHC Association Questionnaire and Supporting documentation	Approved-Closed	Yes

<i>SERFF Tracking Number:</i>	<i>CRUM-126561655</i>	<i>State:</i>	<i>Arkansas</i>
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<i>Company Tracking Number:</i>			
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<i>Product Name:</i>	<i>AR-Additional Assoc Filing-3-10-USF</i>		
<i>Project Name/Number:</i>	<i>/</i>		

## Disposition

Disposition Date: 04/02/2010

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

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*Project Name/Number:*      */*

**Note To Reviewer**

**Created By:**

Vera Harwell on 04/12/2010 07:58 AM

**Last Edited By:**

Vera Harwell

**Submitted On:**

04/12/2010 07:58 AM

**Subject:**

Thank you

**Comments:**

Thank you for your review. Please let us know if there is anything that you need. We are happy to assist you in any way.  
Your continued review of this filing is greatly appreciated.

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**Note To Filer**

**Created By:**

Rosalind Minor on 04/02/2010 10:29 AM

**Last Edited By:**

Rosalind Minor

**Submitted On:**

04/02/2010 10:29 AM

**Subject:**

Disregard my approval

**Comments:**

I approved this submission prematurely. Please disregard.

I have additional questions/comments on some of the associations.

Thank you for your understanding.

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## Supporting Document Schedules

	Item Status:	Status Date:
<b>Bypassed - Item:</b> Flesch Certification	Approved-Closed	04/02/2010
<b>Bypass Reason:</b> N/A - Add'l association filing only for already approved forms.		
<b>Comments:</b>		

	Item Status:	Status Date:
<b>Bypassed - Item:</b> Application	Approved-Closed	04/02/2010
<b>Bypass Reason:</b> N/A - Add'l association filing only for already approved forms.		
<b>Comments:</b>		

	Item Status:	Status Date:
<b>Satisfied - Item:</b> Explanatory Memorandum and Association list	Approved-Closed	04/02/2010
<b>Comments:</b>		
<b>Attachment:</b> 3-10 Addl Assoc Letter.pdf		

	Item Status:	Status Date:
<b>Satisfied - Item:</b> CBA Association Questionnaire and supporting documentation	Approved-Closed	04/02/2010
<b>Comments:</b>		
<b>Attachments:</b> Questionnaire.pdf CBA Missouri Good Standing Letter.pdf Arkansas Certificate of Approval.pdf Active Arkansas Members.pdf By-laws part 1.pdf By-laws part 2.pdf		

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	<b>Item Status:</b>	<b>Status</b>
		<b>Date:</b>
<b>Satisfied - Item:</b>	CDBA Association Questionnaire and Supporting documentation	Approved-Closed 04/02/2010
<b>Comments:</b>		
<b>Attachments:</b>		
Questionnaire.pdf		
Attachments.pdf		
ApprovalLtr.9.4.09.pdf		

	<b>Item Status:</b>	<b>Status</b>
		<b>Date:</b>
<b>Satisfied - Item:</b>	ABBA Association Questionnaire and Supporting documentation	Approved-Closed 04/02/2010
<b>Comments:</b>		
<b>Attachments:</b>		
Questionnaire.pdf		
By-laws.pdf		
Articles of Incorporation.pdf		
NoReply@nacdomain.com_20091026_145430.pdf		
NoReply@nacdomain.com_20090416_121905.pdf		

	<b>Item Status:</b>	<b>Status</b>
		<b>Date:</b>
<b>Satisfied - Item:</b>	USAHC Association Questionnaire and Supporting documentation	Approved-Closed 04/02/2010
<b>Comments:</b>		
<b>Attachments:</b>		
Questionnaire for US Fire and Arkansas 09 21 09.pdf		
Most Recent Financials (USAHC).pdf		
AR Certificate of Good Standing.pdf		
Active Members List (USAHC).pdf		





March 29, 2010

Commissioner Jay Bradford  
Arkansas Insurance Department  
1200 West 3<sup>rd</sup> Street  
Little Rock, AR 72201-1904

RE: United States Fire Insurance Company  
NAIC: 0158-21113  
FEIN: 13-5459190

Forms: AH-27330, AHC-27330 et al  
Group Health – Hospital Indemnity  
Approved for additional associations on April 20, 2007

**Informational Filing  
Listing and documents for additional associations**

Dear Commissioner Bradford

As stated in our October 18, 2006 and March 15, 2007 correspondence, we are providing, as an informational filing, association by-laws and articles of incorporation for the additional associations on the attached list to which this product filing may be issued.

Additionally, we have attached the necessary questionnaire and attachments as requested to review the associations.

Should you require further information, please do not hesitate to contact me directly at the contact information provided below.

Thank you in advance for your time and consideration in reviewing this filing.

Sincerely,

Rebecca R. Booth  
Senior Compliance Analyst  
Fairmont Specialty, a part of Crum & Forster Group  
[rbooth@fairmontspecialty.com](mailto:rbooth@fairmontspecialty.com)  
732-676-9831

**LIST OF ASSOCIATIONS 9/2008**  
**UNITED STATES FIRE INSURANCE COMPANY**

Consumer Driven Benefits Association of America (CDBA)  
United Service Association for Health Care (USAHC)  
American's Business Benefit Association (ABBA)  
Consumer Benefits of America (CBA)

## Response to Discretionary Group Questionnaire

1. Name and address of the group.  
Consumer Benefits of America  
PO Box 281248  
Denver, Co 80228
2. Is this group incorporated? If so, give state of incorporation.  
Yes, Missouri
3. Is there a current office in Arkansas?  
Yes, the registered agent of record is -  
David M Powell (ESQ)  
111 Center Street – 22<sup>nd</sup> Floor  
Little Rock, ART 72201  
Pulaski County
4. Does the Arkansas part of the organization have any officers, committees, or chapters?  
If so, give details. No.
5. Are annual dues charged? If so, specify amount.  
Annual dues are not charged.
6. What are the specific activities of the organization?  
CBA provides members proven ways to save money on a variety of consumer goods and services. CBA, thru its benefits providers, is able to negotiate competitive prices available for each of the benefits and membership services included within the CBA membership guide. CBA provides access to its members, other optional programs and services which provide consumer awareness and value to members.
7. What benefits are provided to the members in addition to insurance?  
Movie Ticket Discounts – Theme Park Discounts – Discount Tires & Rims – Magazine Discounts – Budget Truck Rental – Auto Rentals – RV Rentals – Discount Hotel & Travel Service - Online Dining Certificates – Shopping Service – LegalCare America - Online Fitness & Nutrition – CBA Newsletter
8. What qualifies an individual for membership?  
The desire to want to join and pay monthly dues to keep their membership in force
9. How are members recruited? If by mailing list, advise the source of this list.  
Members respond to advertising and reply to call centers to enroll in membership or some marketers allow access to online enrollment. Many potential members call CBA directly where they are referred to marketing groups for enrollment.

10. Attach a copy of the organization by-laws.  
[See attached CBA Bylaws.pdf](#)
11. Also, enclose a list of dues paying members residing in Arkansas with full addresses. If the organization considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed.  
[See attached](#)
12. Please attach a copy of the organization's most recent financial statement.  
[Information is not submitted or required on the association since it is our understanding that the association has been approved by our Department and indicated by Rosalind Minor.](#)
13. Does the organization receive any compensation of any kind from the insurer issuing contracts to its members?  
[No.](#)

Approval of the organization as a qualified group for insurance purposes will be determined upon receipt of your reply.

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

**CORPORATION DIVISION  
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

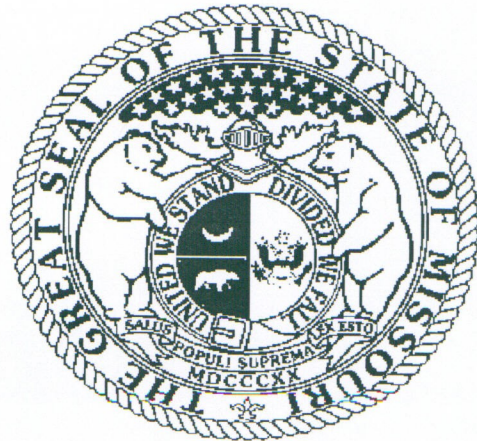
**CONSUMER BENEFITS OF AMERICA  
N00028105**

was created under the laws of this State on the 27th day of August, 1982, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 28th day of January, 2009

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Certification Number: 11392312-1    Reference:  
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>



# STATE OF ARKANSAS



**Charlie Daniels**  
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Charlie Daniels, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

## **Application for Foreign Non-Profit**

of

## **CONSUMER BENEFITS OF AMERICA**

filed in this office January 28, 2009 in compliance with the provisions of the law and are hereby declared a body politic and corporate, by the name and style aforesaid, with all the powers, privileges and immunities granted in the law thereunto appertaining.

**In Testimony Whereof**, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 28th day of January 2009.



A handwritten signature in dark ink, appearing to read "Charlie Daniels", written over a horizontal line.

Secretary of State

## Arkansas – CBA Active Memberships as of 9-21-2009

first_name	last_name	address1	city	state	zip
SHERI	MICHELETTO	1436 VAN ASCHE	FAYETTEVILLE	AR	72704
JOHN	VERKAMP	624 E MAIN	CHARLESTON	AR	72933
JEFFERY	BROWN	% POST BILLING OFFICE CAMP ROBINSON	NORTH LITTLE ROCK	AR	72199
LEON	KOERTH	2906 N ARKANSAS AVE	RUSSELVILLE	AR	72802
KATHREN	CURRIE	9808 TREASURE HILL RD	LITTLE ROCK	AR	72205
STEPHANIE	ASHLEY	17 CREPE MYRTLE	LITTLE ROCK	AR	72210
ROXANNE	NAPHAN	PO BOX 1935	RUSSELVILLE	AR	72811
COLTON	HINRICHS	2827 CR 9 COUNTY RD 9	GASSVILLE	AR	72635
CHARLES ALAN	JANSKE	175 PORT AU PRINCE	HOT SPRINGS	AR	71913
ROBERT	HALL	PO BOX 450	MARION	AR	72364
MARK	MORANZ	111 BUZZARD ROOST CUTOFF	MOUNTAIN HOME	AR	72653
DWIGHT	HOGAN	PO BOX 1483	HARRISON	AR	72601
SHIRLEY	JONES	P.O. BOX 343	BERGMAN	AR	72615
REBA	BARNES	3305 WIRSING	FT.SMITH	AR	72904
Kathe	Matthews	15108 Lone Pine Rd	North Little Rock	AR	72118
Laila	Floodstrand	2007 sanford drive apt 3	Little Rock	AR	72227
Lavern	Ross	525 s.w. parkway	blytheville	AR	72315
Alexandria	Gardner	82 Cardinal Ln. Apt. 46	Cabot	AR	72023
Randy	Johnson	1119 BISCAYNE DR	Magnolia	AR	71753
Brian	Rogers	5205 woodlawn drive	little rock	AR	72205
Shauna	Stocks	123 highway 319 east	VILONIA	AR	72173
Delores	Cullipher	706 SW Duke Ave.	Bentonville	AR	72712
Casey	Wyatt	1590 Marlise Dr	Conway	AR	72034
Jasmine	Paige	9711 Herndon Rd	Little Rock	AR	72204
Torrie	Swears	P.O. Box 1518	Carlisle	AR	72024
Jennifer	Baker	32 Snuggs Circle	Mayflower	AR	72106
ALLISON	STEARNS	16310 MINTON ROAD	LITTLE ROCK	AR	72210
Judy	Evans	8015 fairway dr.	rogers	AR	72756
JOHN	ERVIN	9045 DUNKARD RD	HARRISON	AR	72601
Christopher	Webster	21 champions blvd	rogers	AR	72758
MELISSA	MURPHY-NEAR	7708 CHRISTESON LANE	SHERWOOD	AR	72120
Michael	Fancher	13 Michele Ct.	Maumelle	AR	72113
DONALD	NIXON	1005 EDGEWATER DR.	HORSESHOE BEND	AR	72512
Seth	Wright	307 HWY 107	Vilonia	AR	72173
Carleta	Grabher	21 Spencer Rd	Morrilton	AR	72110
Ludvik	Triska	15 Geronimo Drive	CHEROKEE VILLAGE	AR	72529
Jordan	Shaw	40 Southwood Drive	Pine Bluff	AR	71603
ASHLEY	CHURCHMAN	241 HALLECK COACH RD.	CENTERTON	AR	72719
Shravan	Adharapurapu	2402 Se jayel ter apt2	Bentonville	AR	72712
Jacquelyn	Kelley	6 Beaconsfield Ln	Bella Vista	AR	72714
Elvis	Lenard	146 bradfordford st	hot springs	AR	71913
LUKE	RYAN	608 S HICO	SILOAM SPRINGS	AR	72761
Jerry	Keeton	2618 South Q Street	FORT SMITH	AR	72901
Charles	Boone	6405 N. US Hwy 61	Blytheville	AR	72315
Mark	Hines	6929 jfk blvd #20109	NORTH LITTLE ROCK	AR	72116
BENJAMIN	BLALOCK	903 MAPLE AVE	BULL SHOALS	AR	72619
MARIA-LUISA	CAMACHO	400 N. UNIVERSITY AVE	LITTLE ROCK	AR	72205

BY-LAWS  
OF  
CONSUMER BENEFITS OF AMERICA

ARTICLE I  
GENERAL

- Section 1.     Name. The name of the association shall be Consumer Benefits of America.
- Section 2.     Principal Location. The principal location of the Association shall be located at Jefferson City, Missouri. The Association may have other offices within or without of this State as the Board of Directors may from time to time determine.
- Section 3.     Purpose. The basic purpose, object and business of this organization shall primarily be to promote consumer awareness in the market place through seminars; to act as a clearinghouse of information that will aid consumers in making informed purchases; to make them aware of their legal rights and obligations as consumers; to lobby for more effective consumer protection legislation; to make consumers more aware of comparison shopping that will increase their purchasing power; to promote product research; as well as any activity permitted under the Missouri Not For Profit Corporation Act.
- Section 4.     Limitations of Methods. The Association shall observe all local, State and Federal laws which apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 11  
MEMBERSHIP

- Section 1.     Classes of Members. The Association shall have three classes of members. The designation of such classes, and qualifications of the members of such classes shall be as follows:
1.     Individual membership: The individual is entitled to participate in all benefit programs offered by the Association
  2.     Family membership: The individual, his spouse and dependent children are entitled to participate in all benefit programs offered by the Association.
  3.     Limited membership: The member is entitled to participate in only certain designated benefit programs offered by the Association.
- Section 2.     Number. The membership of the Association shall be unlimited.
- Section 3.     Dues and Assessments. The fees or dues of any class of membership may be increased, reduced, or waived altogether, without formally revising or amending the By-Laws if deemed advisable and practicable by the officers of the Association in conducting membership enrollment or renewal drives.



Section 4. Voting Rights. CBA Members will be entitled to one (1) vote for directors at annual meetings, either personally or by proxy. Each member will be given notice of the date and location of the annual meeting at least thirty (30) days in advance of the meeting, as well as a proposed slate of directors and proxy.

Section 5. Transfer of Membership. Membership in this Association is not transferable nor may it be assigned.

Section 6. Meetings. The annual meeting or any special meeting of the members shall be held at such times and in such locations as are determined by the Board of Directors.

### ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. There will be a minimum of 3 Directors, each of whom will serve for a staggered period of three (3) years, or until a successor is elected. One new Director will be elected each year. Directors may be proposed for the ballot by a petition signed by at least 5% of the current active members, or by a majority of the then current Board of Directors. At least one-hundred twenty (120) days prior to the annual meeting, CBA shall send all members notice that proposals for Directors are being accepted, as well as the number of active members that are required to sign a petition for a proposed Director to be placed on the ballot. All proposals for Directors shall be submitted to CBA at least sixty (60) days prior to the annual meeting.

Section 3. Regular Meeting. A regular annual meeting of the Board of Directors shall be held immediately after the annual meeting of members. The Board of Directors may provide by resolution the time and place, within the United States for the holding of additional regular meetings of the Board.

Section 4. Special Meetings. Special meeting of the Board of Directors may be called by or at the request of the president or any two directors. All special meetings shall state the purpose of the meeting and be held at the registered or any administrative office of the Association unless otherwise agreed upon by a majority of the Board.

Section 5. Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least seven days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Association. If notice is delivered by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for the attendance at each regular or special meeting of the Boards. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

#### ARTICLE IV OFFICERS

Section 1. Officers. All officers of the Association shall be residents of the United States. The officers of the Association shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the president and secretary.

Section 2. Election and Term of Office. The officers of the Association shall be elected by the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of their term.

Section 5. President. The president of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and of the Board of Directors.

Section 6. Vice President. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned him by the president or by the Board of Directors.

Section 7. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys received by the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws.

Section 8. Secretary. The secretary or assistant secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the secretary or assistant secretary by such member; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to the secretary or assistant secretary by the president or by the Board of Directors.

Section 9. Hiring and Contracting. The Board of Directors may hire such employees or contract with such parties as they deem necessary to provide the Association with administrative and other services necessary to perform its purpose.

## ARTICLE V COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. The president shall be an ex-officio member of all committees of Directors.

Section 2. Term of Office. Each member of a committee shall continue as such until replaced, unless the committee shall be sooner terminated, or unless such member be removed from such committee or resigns. A member of any committee shall be eligible for reappointment.

Section 3. Chairman. One member of each committee shall be a Director appointed by the chairman.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VI  
CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1.      Contracts. The Board of Directors may authorize the officers or agent of the Association to enter into contract or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances.

Section 2.      Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or vice president of the Association.

Section 3.      Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4.      Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequest or device for the general purpose or for any special purpose of the Association.

Section 5.      Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans or financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE VII  
CERTIFICATES OF MEMBERSHIP

Section 1.      Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the president or vice president and by the secretary or any assistant secretary and shall be sealed with the seal of the Association. All certificates evidencing membership of any class shall be consecutively numbered and contain the name and address of each member and the date of issuance of the certificate. If the certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2.      Issuance of Certificates. When a person has applied for and is eligible for membership and has paid any initiation fee and/or dues that may then be required, the Board of Directors will provide for the issuance of Member Benefit Guide and ID Card., evidencing membership in the Association which shall be in such form as may be determined by the Board. If the Benefit Guide and/or ID Card shall become lost, mutilated or destroyed, a new Benefit Guide and ID Card may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE VIII  
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its members, Board of Directors, and committees having any of the authority of the Board of Directors.

ARTICLE IX  
DUES

Section 1.     Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members of each class.

Section 2.     Payment of Dues. Dues shall be payable in advance.

Section 3.     Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period for which such dues became payable, such member may be, at the discretion of the Board of Directors, automatically dropped from membership.

ARTICLE X  
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

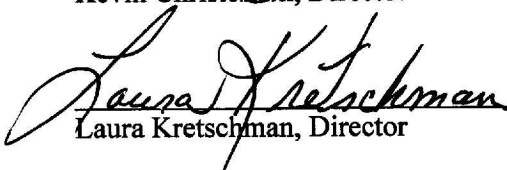
ARTICLE XI  
AMENDMENTS OF BY-LAWS

These By-Laws may be altered, amended, modified or repealed and new By-Laws may be approved by a majority vote of the CBA Members, however the provisions set forth in Article II, Section 4., Article III, Section 2 and the Article XI herein may not be modified except by a vote of at least two-thirds of the CBA Members.



  
Edie Sarten, Director

  
Kevin Christensen, Director

  
Laura Kretschman, Director

Revised 01/11/2006



## Response to Discretionary Group Questionnaire

1. Name and address of the group. **Consumer Driven Benefits Association of America, 1423 West State Street Unit A, Redlands, CA 92373**
2. Is this group incorporated? If so, give state of incorporation. **Yes, Arizona.**
3. Is there a current office in Arkansas? **Yes, Corporate Creations, 3208 Asher Ave., Little Rock, AR 72204**
4. Does the Arkansas part of the organization have any officers, committees, or chapters? If so, give details. **No**
5. Are annual dues charged? If so, specify amount. **Five different membership levels ranging from \$9.95 a month to \$75.00 a month.**
6. What are the specific activities of the organization? **The primary activity is providing small business owners, their employees, and self-employed entrepreneurs access to value-based benefits similar to large corporations. In so doing, the activities of the corporation, in keeping with its general purposes, is: (a ) the fostering and promoting of education and research concerning the advantages and availability of suitable discounted medical, medically related, non-medical and other benefit and service programs in respect of its members; (b) the collection and dissemination of statistics and other relevant and reliable information, facts and data concerning the benefits, medical issues and other related matters; (c) the location and determination of suitable and appropriate benefits, medical and other related products and services needed and desired by members at efficient and reasonable costs; and (d) the providing of emails, internet websites, media, newsletters, conferences, meetings, seminars, forums and other means of effective communication to members and others concerning the purposes of the corporation.**
7. What benefits are provided to the members in addition to insurance? **See the attached benefit matrix.**
8. What qualifies an individual for membership? **See attached sheet on the Worksite Division of the Association.**
9. How are members recruited? If by mailing list, advise the source of this list. **Experian small business mailing lists.**
10. Attach a copy of the organization by-laws. **Attached**

11. Also, enclose a list of dues paying members residing in Arkansas with full addresses. If the organization considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed. **Attached**
12. Please attach a copy of the organization's most recent financial statement. **Attached**
13. Does the organization receive any compensation of any kind from the insurer issuing contracts to its members? **No**

Approval of the organization as a qualified group for insurance purposes will be determined upon receipt of your reply.

**Attachment for #7**



Association Membership Benefits Audited 080809 Eff 8-01-09					
	4000 Membership Level Benefits	5000 Membership level benefits	6000 Membership level benefits	7000 Membership level benefits - separate membership in Optum only	8000 Membership level benefits (ELITE Level)
Beech Street EPO Network	NO	NO	NO	NO	YES
Formulary Rx Plan	Optional	Optional	Optional	Optional	Optional
Medical Tourism	Optional	Optional	Optional	Optional	YES
Centers of Excellence Surgical Benefits	NO	NO	NO	NO	YES
HSA Team/Smart Health Care Office	Optional	NO	YES	NO	NO
Optum Health Allies Medical Discount Program	NO	NO	NO	Optum Health	NO
Physician, Lab, and Diagnostic Testing benefits and savings	NO	NO	NO	Optum Health	YES
Pharmacy Rx Card	NO	Assn Gold Rx	Assn Gold Rx	Optum Health	Assn Gold Rx
Access to TelaDoc	NO	NO	NO	Optum Health	YES
Discount Dental Savings	NO	NO	NO	Optum Health	NO
Vision Benefits and Savings	NO	NO	NO	Optum Health	NO
Hearing Benefits and Savings	Epic Online	Epic Online	Epic Online	Optum Health	Epic Online
Chiropractic Benefits and Savings	NO	NO	NO	Optum Health	NO
Wellness, nutrition, weight loss, fitness clubs	NO	NO	NO	Optum Health	NO
Alternative Care	NO	NO	NO	Optum Health	NO
Long Term Care services	NO	NO	NO	Optum Health	NO
Infertility Treatment	NO	NO	NO	Optum Health	NO
Behavioral Health	NO	NO	NO	Optum Health	NO
Beauty and and skin care products	NO	YES	NO	Optum Health	YES
Diabetic Discounts through BetterLiving Now	NO	YES	NO	Optum Health	YES
Durable Medical Equipment Discounts	NO	YES	NO	Optum Health	YES
Savings on Vitamins and Nutritional Supplements	NO	YES	NO	Optum Health	YES
Automobile Towing and Roadside Service	Optional	YES	Optional	NO	YES
ID Theft Protection Program \$250 Deductible	NO	YES	NO	NO	YES
ID Theft Protection Program NO Deductible	YES	NO	YES	NO	NO
Family Full Services Legal Plan	Optional	YES	Optional	NO	YES
Emergency Travel Assistance by Travel Assist	Optional	YES	Optional	NO	YES
US Mail order Pharmacy	YES	YES	YES	NO	YES
Prescription Drug Assistance Program	YES	YES	YES	NO	YES
Pre-pay Lab & diagnostic testing benefit	YES	YES	YES	NO	YES
Exceptional savings on Revocable Living Trust Documents	YES	YES	YES	NO	YES
Access to Medical and Dental Financing	YES	YES	YES	NO	YES
Hospital Mediation Service	Optional	YES	Optional	NO	YES
ECI International Vision Benefits		NO	NO	YES	NO
Miracle Ear and HearPO (Sonus) hearing Benefits		YES	YES	YES	YES
SMART ScripSolutions Discount Rx card	Yes	YES	YES	NO	YES
Adult Annual Wellness Testing Benefit	Optional	YES	Optional	NO	YES
24 Hour Christian Counseling hotline	NO	YES	NO	NO	YES
Teeth Whitening and More	NO	YES	NO	NO	YES

Association Membership Benefits Audited 080809 Eff 8-01-09					
	4000 Membership Level Benefits	5000 membership level benefits	6000 membership level benefits	7000 membership level benefits - separate membership in Optum only	5000 membership level benefits
Free Income Tax Review	NO	YES	NO	NO	YES
Financial Advise - Gulfstream Financial Services	NO	YES	YES	NO	YES
Legacy Legal Check and Debt Services	NO	YES	NO	NO	YES
Domain Names (FREE) and E-mail forwarding	NO	YES	NO	NO	YES
Advertising Savings with USA Today	NO	YES	NO	NO	YES
DHL, Roadway, and Yellow Freight shipping services	NO	YES	NO	NO	YES
Merchant Accounts - Credit Card Processing	NO	YES	NO	NO	YES
ACH Electronic Transfers (EFTS)	NO	YES	NO	NO	YES
Check Verification and FREE Bad Check Collection services	NO	YES	NO	NO	YES
Credit and Debt Services	NO	YES	NO	NO	YES
Hotel & Auto Rental Discounts	NO	YES	NO	NO	YES
Carpet Discounts	NO	YES	NO	NO	YES
Meinke Auto services discounts	NO	YES	NO	NO	YES
MAACO auto services discounts	NO	YES	NO	NO	YES
Jiffy Lube Auto services discounts	NO	YES	NO	NO	YES
Discount Tires and Rims	NO	YES	NO	NO	YES
Automobile Financing and leasing	NO	YES	NO	NO	YES
Tool Compliance America's #1	NO	YES	NO	NO	YES
Shopping and Dining Discounts	NO	YES	NO	NO	YES
Moving Discounts	NO	YES	NO	NO	YES
Theme Park Discounts	NO	YES	NO	NO	YES
TSS the Shopping Network	NO	YES	NO	NO	YES
Motorhome Rental Discounts	NO	YES	NO	NO	YES
Travel Discounts	NO	YES	NO	NO	YES
Floral Discounts	NO	YES	NO	NO	YES
Active Apparel, Champion, Danskin, and more	NO	NO	NO	Optum Health	NO
Books and other media	NO	NO	NO	Optum Health	NO
Fitness Apparel, clubs, and equipment	NO	NO	NO	Optum Health	NO
Medical Supplies and Equipment	NO	NO	NO	Optum Health	NO
Natural Products	NO	NO	NO	Optum Health	NO
Nutrition and Food	NO	NO	NO	Optum Health	NO
Life Management	NO	NO	NO	Optum Health	NO
Pet Care	NO	NO	NO	Optum Health	NO
Relaxation Resources	NO	NO	NO	Optum Health	NO
Senior Care	NO	NO	NO	Optum Health	NO
Smoking Cessation	NO	NO	NO	Optum Health	NO
Weight Management	NO	NO	NO	Optum Health	NO
Nurseline	NO	NO	NO	Optum Health	NO

**Attachment for #8**

**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS  
IN LIEU OF SPECIAL MEETING OF  
CONSUMER DRIVEN BENEFITS ASSOCIATION OF AMERICA  
[Name Pending]**

We, the undersigned, being all of the current members of the Board of Directors of the **Consumer Driven Benefits Association of America** ("Association" or "Corporation"), a Nevada Non-Profit Corporation, waive all notice and all requirements for the calling and holding of a special meeting of the Board of Directors of the Corporation and do hereby severally and collectively consent to the adoption of the following resolution:

**I. MEMBERSHIP DIVISION**

**RESOLVED**, that in accordance with the Bylaws, the Board of Directors hereby creates within the Individual Membership category of the Corporation, a Division designated as the **Consumer Worksite Division**. Members participating in this Division shall meet the following qualifications:

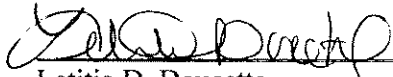
- a. be between the ages of 18 and 65;
- b. be Actively at Work (defined as performing the regular duties of employment or an activity of any kind or character that has to do with and originates in the work, business, trade or profession of the member, whether (i) self-employed or (ii) employed either at an employer's place of business or some other location required by the employer; and
- c. be working full-time (at least 30 hours per week).

Programs, services or benefit packages offered through membership in this Division may vary or change at any time as determined by the officers of the Corporation.

## II. AUTHORIZATION

**RESOLVED FURTHER**, that the proper officers of the Corporation are hereby authorized and directed to take or cause to be taken all such action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further instruments in the name of and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolution.

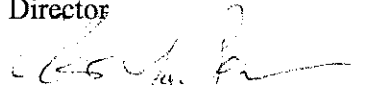
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent in Lieu of Special Meeting of the Board of Directors in one or more counterparts effective January 2, 2007.

  
\_\_\_\_\_  
Letitia D. Doucette

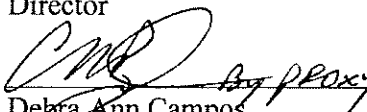
Director

  
\_\_\_\_\_  
Earl J. Doucette

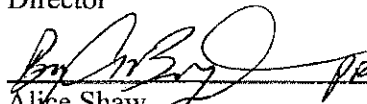
Director

  
\_\_\_\_\_  
Christopher Thomas LaParne

Director

  
\_\_\_\_\_  
Debra Ann Campos

Director

  
\_\_\_\_\_  
Alice Shaw

Director

  
\_\_\_\_\_  
Terry Shaw

Director

  
\_\_\_\_\_  
Tara Stewart

Director

## **Attachment for #10**

**BYLAWS  
OF  
CONSUMER DRIVEN BENEFITS ASSOCIATION OF AMERICA**

**ARTICLE 1.  
PURPOSES AND POWERS**

**1.01 Purposes.** The corporation is organized for any lawful purpose or purposes as set forth in its Articles of Incorporation or Certificate of Formation or any amendments thereto.

**1.02 Mission.** The mission of the corporation, in keeping with its general purposes, is: (a) the fostering and promoting of education and research concerning the advantages and availability of suitable discounted medical, medically related, non-medical and other benefit and service programs in respect of its members; (b) the collection and dissemination of statistics and other relevant and reliable information, facts and data concerning the benefits, medical issues and other related matters; (c) the location and determination of suitable and appropriate benefits, medical and other related products and services needed and desired by members at efficient and reasonable costs; and (d) the providing of emails, internet websites, media, newsletters, conferences, meetings, seminars, forums and other means of effective communication to members and others concerning the purposes of the corporation.

**1.03 Powers.** The corporation shall possess all powers which a corporation may have that is organized under the Arizona Business Organizations Code, as the same may from time to time be amended.

**1.04 Bylaws.** These bylaws shall govern and control the internal corporate affairs of the corporation and guide the officers, directors and members of the corporation in their efforts to promote the business and objectives of the corporation.

**ARTICLE 2.  
PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT**

**2.01 Principal Office.** The principal office in the State of Arizona shall be at such place as the board of directors may from time to time designate by duly adopted resolution. The corporation may also have an office or offices at such other place or places within or without the State of Arizona as the board of directors may from time to time designate or the business of the corporation requires.

**2.02 Registered Office.** The corporation shall have and continuously maintain in Arizona a registered office which may be, but need not be, the same as its principal office. The address of the registered office will be identical with the office of the registered agent of the corporation. Such office will be continuously maintained within Arizona for the duration of the corporation. The board of directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate forms to the Office of the Secretary of State.

**2.03 Registered Agent.** The corporation shall have and continuously maintain in Arizona a registered agent, which agent may be an individual resident in Arizona whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation for profit or not for profit, authorized to transact business or to conduct its affairs in Arizona which has a business office identical with such registered office.

**2.04 Change of Registered Office or Agent.** The corporation may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State a statement setting forth such change. The change shall be authorized by the board of directors or by an officer so authorized by the board of directors. The registered agent shall be agent of the corporation upon whom any process, notice or demand required or permitted by law to be served on the corporation may be served.

**2.05 Resignation of Registered Agent.** Any registered agent may resign; however, the corporation will not recognize the resignation of any registered agent appointed by it, or the discontinuance of any registered office, unless it receives a copy of such agent's resignation, or discontinuance of the registered office, as sent to the Office of the Secretary of State, such copy to be delivered or sent to the corporation registered or certified mail, addressed to the Principal Office of the corporation and directed to the attention of the secretary of the corporation. A copy of such notice shall be delivered or mailed no later than the date of filing of the statement with the Office of the Secretary of State; and such statement of resignation, or discontinuance of the registered office, shall be effective on the earlier of the filing by the corporation of an amendment to its annual registration statement designating a new registered agent, or registered office if discontinued, or the thirty-first (31<sup>st</sup>) day after the date on which the statement is filed.

### **ARTICLE 3. MEMBERS**

**3.01 Qualification.** Membership in the corporation shall be open to any individual consumer who is a United States citizen or has a lawful permanent residence in the United States ("Green Card"), is at least eighteen (18) years of age and has a valid Social Security Number. A member must also meet the qualifications of any class of membership. Members shall further have a shared or common interest in having a need for the education, benefits, products and/or services offered by the corporation and must subscribe to the purposes, principles and objectives of the corporation. A spouse and/or dependents of an active member may also be eligible for optional family membership benefits through the active member. The definition of "dependents" shall be set forth in the terms and conditions of the membership application or as determined by applicable state law.

**3.02 Application and Admission.** Application for membership shall be made in writing, by electronic message confirmation or by telephonic recording and shall contain such information as the corporation may require. Each application shall be accompanied by an application or activation fee and monthly dues in amounts to be determined by the board of directors. A refund policy shall also be determined by the board of directors in accordance with these bylaws and any applicable law.

**3.03 Classes of Members.** The corporation shall have the following class or classes of members, to-wit: (1) Individual Members.

The designation of a class of members and the qualifications and rights of the members of each class may be changed at any time by the board of directors by amending the bylaws or as otherwise required by law. Divisions within each class of members may be created or changed at any time by resolution of the board of directors or as otherwise required by law. Programs, services or benefit packages offered through membership in any of these categories, divisions, or sub-divisions may vary or change at any time as determined by the officers of the Association. Nothing shall be construed as to create any employer-employee relationship between the Association and any member.



**3.04 Active Member.** Any member who is not in default in the payment of dues for a period of one (1) month or more from the beginning of the period for which such dues become payable shall be an active member and shall be entitled to all of the rights, privileges and benefits provided to such members as so determined by the board of directors.

**3.05 Certificates or Cards Evidencing Membership.** The board of directors by duly adopted resolution may, but is not required, to provide for the issuance of certificates or cards evidencing membership in the corporation. Such certificates or cards may be signed by the president, vice-president or executive director and by the secretary or an assistant secretary. The name and address of each member and the date of issuance of the certificate or card shall be entered in the records of the corporation. If any certificate or card shall become lost, mutilated or destroyed, a new certificate or card may be issued upon such terms, provisions and conditions as the board of directors may determine.

**3.06 Voting Rights.** Each member of each class shall have voting rights and shall be entitled to one vote.

**3.07 Termination of Membership.** Membership in the corporation terminates upon the death of a member. A member shall also be automatically ineligible for membership and loses all privileges, rights and benefits of the corporation when the member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, unless the board of directors, in its discretion, extends the time for payment of dues. Termination for the failure to pay dues shall be effective retroactively to the date such dues were payable and no further notice of such termination shall be required, although it may be given. Furthermore, the board of directors may expel or suspend a member pursuant to a procedure, duly adopted by the board of directors, that is fair and reasonable and carried out in good faith. The expulsion or suspension of a member, or termination of a membership, does not relieve the member from obligations the member may have to the corporation for dues, fees or charges for goods or services.

**3.08 Resignation.** Any member personally or through his duly authorized attorney-in-fact may resign by filing a written resignation with the secretary of the corporation but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the corporation.

**3.09 Reinstatement.** Upon written request signed by a former member and filed with the corporation, the board of directors may reinstate such former member to membership in the corporation upon such terms as the board of directors may deem appropriate.

**3.10 Transfer of Membership.** Membership in the corporation is not transferable or assignable.

**3.11 Dues.** The board of directors shall from time to time determine the application or activation fees and the amount of dues payable to the corporation by its members, classes of members or divisions of members. The board of directors may waive any application or activation fees or dues for members.

**3.12 Payment of Dues.** Dues shall be payable monthly or annually, in advance, or in such other manner as the board of directors may so determine. The Association reserves the right to change the membership dues or fees after thirty (30) days notice in writing or by email to the Member. A person

may only enroll in one membership in the Association.

**3.13 Liability of Members.** The members shall not have ownership rights in the corporation and shall not be personally liable for the debts, liabilities or obligations of the corporation.

#### **ARTICLE 4. MEETINGS OF MEMBERS**

**4.01 Place of Meetings.** Meetings of members shall be held at the time and place, within or outside of the State of Arizona, stated in the notice of the meeting or in a waiver of notice.

**4.02 Annual Meeting.** An annual meeting of the members shall be held each year on a day and hour to be selected by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the board of directors fails to call the annual meeting at the designated time, a member of the corporation may demand that the meeting be held within a reasonable time. The demand must be made in writing and sent to an officer of the corporation by registered mail. If the annual meeting is not called before the 61<sup>st</sup> day after the date of demand, a member may compel the holding of such annual meeting by legal action directed against the board of directors, and each of the extraordinary writs of common law and of courts of equity are available to the member to compel the holding of the meeting. Failure to hold an annual meeting at the designated time does not result in the winding up and termination of the corporation.

**4.03 Special Meetings.** Special meetings of the members of the corporation may be called by the president, the secretary, the board of directors or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.

**4.04 Notice of Meetings.** Notice of an annual meeting is not required. The corporation may, however, provide written notice of the place, date, and time of a meeting of members of the corporation and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10<sup>th</sup> day and not earlier than the 60<sup>th</sup> day before the date of the meeting. Notice may be delivered personally, by mail, or by facsimile or electronic message. "Mailed" is considered to be delivered on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records. "Transmitted by facsimile or electronic message" is considered to be delivered when the facsimile or electronic message is successfully transmitted. If there are more than 1,000 members at the time a meeting is scheduled or called, notice may be given by publication in any newspaper of general circulation in the community in which the principal office of the corporation is located or may be posted on the corporation's general website.

**4.05 Quorum.** The members of the corporation holding one tenth (1/10) of the votes entitled to be cast, in person or by proxy, constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting at which a quorum is present, shall be the act of the members, unless the vote of a greater number is required by law, the articles or the bylaws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting. The members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of

enough members to leave less than a quorum.

**4.06 Voting Of Members.** Each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of members, except to the extent that the voting rights of members of any class or classes are limited, enlarged or denied by the articles or the bylaws.

**4.07 Proxies by Members.** A member may vote in person or by proxy executed in writing by the member or the member's attorney-in-fact. A member can revoke his proxy in writing at anytime by sending notice of such revocation to the corporation. Any person who becomes a member shall execute an appropriate written proxy if such person desires to have any director or officer of the corporation receive notice of and vote and act on said member's behalf in regard to any such meetings of the members. A proxy is not effective for voting purposes unless the original of the proxy is filed with the secretary of the corporation at least ten (10) days before the meeting at which it is to be used.

**4.08 Meetings by Communications Equipment.** Members may participate in and hold a meeting by means of telephone conference or similar communications equipment in which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**4.09 Action by Unanimous Written Consent.** Any action required to be or which may be taken at a meeting of the members of the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, and then delivered to the Secretary of the corporation for inclusion in the corporate record book. Such consent shall have the same force and effect as a unanimous vote of members at a meeting, and may be stated as such in any documents filed with the Secretary of State.

## **ARTICLE 5. DIRECTORS**

**5.01 Management by Board of Directors.** The business and affairs of the corporation shall be managed by the Board of Directors who may exercise all such powers of the corporation and do all such lawful acts as are not directed or required to be exercised by the members.

**5.02 Number, Term; Election.** The Board of Directors may not have fewer than three (3) or more than nine (9) directors, and shall consist of the number set by majority vote of the Board of Directors, which may be changed from time to time by resolution of the board of directors. Each director shall hold office for a term of twelve (12) months and shall be eligible for re-election. Directors shall be elected by plurality vote. Each director elected shall hold office for the term for which elected until his or her successor shall be elected and shall qualify, or until his or her earlier death, resignation or removal.

**5.03 Qualifications of Directors.** The qualification for becoming and remaining a Director of the corporation are as follows:

- (a) directors must be residents of any state in the United States or the District of Columbia;
- (b) notwithstanding the provisions of Section 3.01, any person serving as a director of the corporation shall automatically be enrolled as an active member of the corporation;

- (c) proposed directors must be nominated by existing directors; and
- (d) directors must attend at least seventy-five (75%) percent of the annual and special meetings of the board of directors.

**5.04 Change in Number.** The number of directors may be increased or decreased from time to time by vote of a majority of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship required to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

**5.05 Removal; Resignation.** Any director may be removed either for or without cause at any special or annual meeting of members, by the affirmative vote of a majority in number of members present, in person or by proxy, at such meeting and entitled to vote for the election of such director if notice of intention to act upon such matter shall have been given in the notice calling such meeting. Any director may resign by giving written notice to the president or secretary. The resignation shall take effect at the time specified in the notice, or immediately if no time is specified. The acceptance of such resignation shall not be necessary to make it effective.

**5.06 Vacancies.** Any vacancies occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the remaining directors then in office though less than a quorum. Any director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. If there are no directors in office, then an election of directors may be held in the manner provided by law.

**5.07. First Meetings.** The first meeting of a newly elected Board shall be held without further notice immediately following the annual meeting of members, and at the same place, unless the time or place is changed by unanimous consent of the Directors then elected and serving.

**5.08 Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

**5.09 Special Meetings.** Special meetings of the Board of Directors may be called by the President on three days' notice to each Director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors. The purpose of any special meeting of the board of directors shall be specified in the notice of such meeting.

**5.10 Quorum; Majority Vote.** At meetings of the board of directors a majority of the number of directors shall constitute a quorum for the transaction of business; provided, however, that a quorum shall not consist of less than fifty-one percent (51%) of the entire board of directors. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors unless a greater number is required by law, the articles or the bylaws. If a quorum is not present at a meeting of the board of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. The board of directors shall keep minutes of its proceedings which shall be placed in the minute book of the corporation.

**5.11 Action by Unanimous Written Consent.** Any action required to be or which may be taken at a meeting of the board of directors or any other committee of the board of directors of the

corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors, or any other committee of the board of directors as the case may be, and then delivered to the Secretary of the corporation for inclusion in the corporate record book. Such consent shall have the same force and effect as a unanimous vote of members at a meeting, and may be stated as such in any documents filed with the Secretary of State.

**5.12 Participation in Meetings by Use of Communications Equipment.** Any Director may participate in and hold a meeting of the directors by means of a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**5.13 Compensation.** By resolution of the board of directors, the directors may be paid their reasonable expenses (i.e. travel, meals, lodging and entertainment), if any, and may be paid a fixed sum for attendance at each meeting of the board of directors, or receive a stated fee as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of the executive committee or of special or standing committees may, by resolution of the board of directors, be allowed like compensation for attending committee meetings.

**5.14 Minutes.** The board of directors shall keep regular minutes of its proceedings. The minutes shall be placed in the Corporate Record Book of the corporation.

**5.15 Conflicts of Interest.** Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm in which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Director at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and/or ratify such contract or transaction by a vote of the majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating a majority of such quorum necessary to carry such a vote.

**5.16 Limitation of Liability of Directors.** To the fullest extent permitted by Arizona law no governing person (director or officer) of the Corporation shall be liable to the Corporation or its members for monetary damages for an act or omission in such capacity except for liability arising out of (i) any breach of such person's duty of loyalty, if any, to the corporation or its members; (ii) acts by or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) a transaction from which such person received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such person's office or position; or (iv) an act by or omission of such person for which the liability is expressly provided for by statute. The foregoing elimination of the liability to the Corporation or its members for monetary damages should not be deemed exclusive of any other rights or limitations of liability or indemnity to which a person may be entitled under any other provision of the Certificate of Formation and Bylaws of the Corporation, contract or agreement, vote of members and/or disinterested directors, or otherwise.

## **ARTICLE 6. OFFICERS**

**6.01 Officers.** The officers of the corporation shall be a president and a secretary and may include an executive vice-president as well as one or more vice-presidents (the number to be determined by the board of directors), a treasurer, or combination thereof, and such other officers, including an executive director, as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform such duties in the management of the corporation as prescribed from time to time by the board of directors or as may be provided in these bylaws. Any two or more offices may be held by the same person, except for the offices of president and secretary.

**6.02 Officers to be Active Members.** Notwithstanding the provisions of Section 3.01, any person serving as an officer of the corporation shall automatically be enrolled as an active member of the corporation.

**6.03 Election and Term of Office.** The officers of the corporation shall be elected by the board of directors at the annual meeting of the board of directors for a term of twelve (12) months. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

**6.04 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors at any meeting for the unexpired portion of the term. New offices may also be created and filled by the board of directors at any such meeting. An assistant or assistants to the elected officers may be made available as necessary upon authorization by the board of directors.

**6.05 President.** The president will be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the business affairs of the corporation. The president will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the board of directors. The board of directors shall delegate to the president the necessary authority and responsibility for the administration of the affairs of the corporation subject only to such bylaws as may be adopted and such orders as may be issued by the board of directors relating to the operation of the corporation and long range planning. The president shall be an ex-officio member of each directorial committee of the board of directors without a vote except the executive committee on which he shall serve with a vote, or, except as otherwise provided for in these bylaws or through a resolution of the board of directors. The president shall present a report at each annual meeting of the board of directors covering the operations of the corporation during the preceding fiscal year.

**6.06 Executive Vice-President.** In the absence of the president, or in the event of his inability or refusal to act, the executive vice president, if one has been appointed, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The executive vice president shall be the chief administrative and operating officer. He shall serve as secretary to the board of directors and cause to be prepared notices and minutes of meetings of the board. The executive vice president shall be a member of the board of directors and all

committees. With the assistance of committee chairmen, he shall be responsible for the administration of all activities in accordance with the policies and regulations of the board of directors. The executive vice president shall be responsible for hiring, discharging, directing and supervising all employees.

**6.07 Vice-President.** In the absence of the president and executive vice president or in the event of their inability or refusal to act, the vice presidents, if any, in the order of their seniority, unless otherwise determined by the board of directors, shall, perform the duties of the president, and when so acting, shall have all the power of and be subject to all the restrictions upon the president. A vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

**6.08 Treasurer.** The treasurer or assistant treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies received by the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors. The treasurer or assistant treasurer shall prepare and present quarterly a detailed financial statement of the financial affairs of the corporation. All of the duties, responsibilities and obligations of the treasurer or assistant treasurer may be assigned to a qualified third person or entity by written agreement; however, under such circumstances, the treasurer or assistant treasurer shall retain ultimate responsibility for such functions.

**6.09 Secretary.** The secretary or assistant secretary of the corporation shall keep the minutes of the meetings of the members, the board of directors and any committees in one or more books provided for that purpose, oversee that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records of the corporation, oversee that the seal of the corporation, if required, is affixed to all documents of the corporation, keep a register of the mailing address of each member which shall be furnished to the secretary or assistant secretary by such member, and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary or assistant secretary by the president or by the board of directors.

**6.10 Executive Director.** An executive director of the corporation may be appointed at such time as the board of directors so designates. The executive director of the corporation may be the chief administrative and operating officer of the corporation and shall be selected by and report to the board of directors, which shall determine the term of his appointment as well as his duties and functions. The executive director of the corporation shall carry out the purposes of the corporation within the framework of the Articles of Incorporation, these by-laws, corporate policies and procedures, and the general and specific assignments given to him by the board of directors. The functions of the executive director shall include, but not be limited to, the following:

- a. selection, employment, and supervision of any employees of the corporation as authorized by the president and the board of directors. All staff employed by the corporation must meet required personnel standards as set forth in the personnel policies of the corporation;
- b. coordination and implementation of planning activities according to an approved work program;
- c. attendance at all meetings of the board of directors and the Executive Committee, except as otherwise determined by the President;

d. representing the board of directors in dealing with the public and with all governmental agencies, if required; and

e. such other duties and responsibilities as may from time to time be delegated to him by the president or the board of directors.

**6.11 Removal of Officers.** Any officer elected or appointed to office may be removed by those persons authorized under these bylaws to elect or appoint such officers whenever in their judgment the best interests of this corporation would be served. Such removal will be without prejudice to the contractual rights, if any, of the officer so removed. Any election or appointment of an officer shall not of itself create contract rights.

**6.12 Resignation of Officer.** Any officer may resign by giving written notice to the president or the board of directors. The resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**6.13 Compensation.** The compensation of officers of the corporation, if any, shall be determined from time to time by the board of directors.

## **ARTICLE 7. COMMITTEES**

**7.01 Establishment of Committees.** The board of directors, by resolution duly adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation. The designation of such committees and the delegation of authority thereto shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or him by law.

**7.02 Executive Committee.** The board of directors may designate and appoint an executive committee which shall consist of no less than three (3) members of the board of directors and who each shall serve in such capacity for one (1) year, unless the board shall determine otherwise. The executive committee shall have the authority, those, duties, and exercise those powers as such are determined from time to time by the board by resolution duly adopted and not inconsistent with these bylaws. The executive committee shall have the authority of the board between its meetings, except for that business of the corporation as can only be addressed by a majority of the board of directors at a meeting of said board. A majority of all the members of the executive committee may determine its action and fix the time and place of its meetings, unless the board shall otherwise provide. The board shall have the power at any time to change the number, powers, and members of the executive committee, to fill vacancies, and to discharge any such member of the executive committee.

**7.03 Benefits Review Committee.** The board of directors, by resolution duly adopted by a majority of the directors in office, may also designate a benefits review committee consisting of the president of the corporation and at least two (2) other persons who are selected by the board of directors. The benefits review committee shall have the responsibility for locating and reviewing potential benefit programs for the different classes of members of the corporation, and recommending such programs to the board of directors for its review, approval and adoption, if it believes it to be in the best interests of the members of the corporation to do so. A majority of all the members of the benefits review committee



may determine its action and fix the time and place of its meetings, unless the board of directors shall otherwise provide. The board of directors shall have the power at any time to change the number, powers, and members of the benefits review committee, to fill vacancies, and to discharge any such member of the benefits review committee.

**7.04 Other Committees.** Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated and appointed by a resolution duly adopted by the board of directors or by the president if authorized by a resolution duly adopted by the board of directors. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in his or their judgment the best interests of the corporation will be served by such removal. At least one member of each committee shall be a director of the corporation. A majority of all members of such a committee may determine its action and fix the time and place of its meetings, unless the board of directors shall otherwise provide. The board of directors shall have the power at any time to change the number, powers and members of such a committee, to fill vacancies and to discharge any member of such a committee.

**7.05 Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the board of directors, unless the committee shall be sooner terminated, or unless such member is removed from such committee or resigns. A member of any committee shall be eligible for re-appointment.

**7.06 Chairman.** One member of each committee shall be designated the chairman of such committee by the board of directors unless otherwise set forth in these bylaws.

**7.07 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

**7.08 Quorum.** Unless provided in the resolution duly adopted by the board of directors designating a committee, a majority of the entire committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE 8.**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**8.01 Contracts.** The board of directors may authorize the officers or agents of the corporation to enter into contracts or to execute and deliver documents in the name of and on behalf of the corporation. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the board of directors to be appropriate, including the contracting with a third party for any or all management, operational, administrative, marketing, providing of member benefits and other services and functions necessary for the corporation to achieve its purpose.

**8.02 Checks, Drafts and Other Orders for Payment.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner as shall from time to time be determined by duly adopted resolution of the board of directors. However, such responsibility may be assigned to a qualified third person or entity by written agreement.

**8.03 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**8.04 Gifts.** The board of directors may accept on behalf of the corporation any contributions, gifts, bequests, or devise for the general purpose or for any special purpose of the corporation.

**8.05 Loans.** The corporation may, upon authorization of the board of directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the corporation is reasonably able to repay.

## **ARTICLE 9.**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**9.01 Indemnification of Directors and Officers.** Except as otherwise expressly provided by law or these bylaws, each director or officer, whether or not then in office, shall be indemnified by the Corporation against all expenses reasonably incurred by or imposed upon him in connection with or arising out of any proceeding in which he may be involved by reason of his being or having been a director or officer of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

**9.02 Power to Indemnify.** The power to indemnify applies only if it is determined that the director or officer (a) acted in good faith, (b) reasonably believed that his conduct in his official capacity was in the corporation's best interests, and in all other cases, that his conduct was at least not opposed to the corporation's best interests, and (c) in the case of any criminal proceedings, did not have a reasonable cause to believe his conduct was unlawful.

**9.03 Limitations.** If the director or officer is found liable to the corporation or is found liable because he improperly received a personal benefit, the indemnification in Section 9.01 (a) is limited to reasonable expenses (which shall not include a judgment, a penalty, a fine or tax) actually incurred by the person in connection with the proceeding and (b) may not be made in relation to a proceeding in which the person has been found liable for (i) willful or intentional misconduct in the performance of his duty to the corporation, (ii) breach of his duty of loyalty owed to the corporation or (iii) an act or omission not committed in good faith that constitutes a breach of duty owed by the person to the corporation..

**9.04 Proceeding.** "Proceeding" means a threatened, pending or completed action or other proceeding, whether civil, criminal, administrative, arbitrative or investigative, an appeal of such an action or proceeding and an inquiry or investigation that could lead to such an action or proceeding.

**9.05 Expenses.** "Expenses" includes court costs, a judgment (including an arbitration award), a penalty, a settlement, a fine, and an excise or similar tax, including an excise tax assessed against the person with respect to an employee benefit plan and reasonable attorneys' fees that are reasonable and actually incurred by the person in connection with a proceeding.

**9.06 Determination of Indemnification.** A determination of indemnification under Section 9.01 (unless ordered by a court of competent jurisdiction) must be made:

1. by a majority vote of a quorum consisting of directors who at the time of the vote

are not named defendants or respondents in the proceeding;

2. If such a quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;

3. by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in subsection 1 or 2 of this section; or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or

4. by the members in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

**9.07 Mandatory Indemnification.** The corporation shall indemnify a director or officer against reasonable expenses actually incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was a director or officer if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

**9.08 Advancement of Reasonable Expenses.** Reasonable expenses incurred by a director or officer who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the corporation, in advance of the final disposition of the proceeding and without the determination specified in Section 9.06, after the corporation receives a written affirmation by the director or officer of his good faith that he has met the standard of conduct necessary for indemnification under this article and a written undertaking by or on behalf of the director or officer to repay the amount paid or reimbursed if it is ultimately determined that he has not met that standard or if it is ultimately determined that indemnification of the director or officer against expenses incurred by him in connection with that proceeding is prohibited under this article. The written undertaking must be an unlimited general obligation of the director or officer but need not be secured. It may be accepted without reference to financial ability to make repayment.

**9.09 Payment as Witness.** The corporation shall pay or reimburse expenses incurred by a director, officer or employee in connection with his appearance as a witness or other participation in a proceeding by or against the corporation at a time when he is not a named defendant or respondent in the proceeding.

**9.10 Insurance.** The corporation may purchase and maintain insurance or enter into any other arrangement on behalf of any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the corporation would have the power to indemnify him against that liability under this article. Without limiting the power of the corporation to procure or maintain any kind of other arrangement, the corporation may, for the benefit of persons indemnified by the corporation, (a) create a trust fund; (b) establish any form of self-insurance; (c) secure its indemnity obligation by grant of a security interest or other lien on the assets of the corporation; or (d) establish a letter of credit, guaranty, or surety arrangement.

**9.11 Exclusions.** No indemnification by the corporation shall apply to (a) any claim arising out of bodily injury to, or sickness, disease or death of any person, or damage to or destruction of any property including the loss of use thereof, (b) any claim arising out of breach of fiduciary duty or obligation in connection with any employee welfare benefit plan or retirement plan, (c) any cross-claim or counterclaim brought by one director and/or officer against another director and/or officer, (d) any claim arising out of failure to effect or maintain any insurance or bond, (e) any claim arising out of acts of a knowingly discriminatory nature, (f) any claim arising out of a violation of the responsibilities, obligations or duties imposed by Internal Revenue Code of 1986, as amended, or similar statutory law of any state or other jurisdiction therein, or (h) any act committed by a director or officer prior to taking office.

**9.12 Notice.** A director or officer shall, as a condition precedent to indemnification hereunder, give written notice to the corporation as soon as practicable of any claim made against him. The director or officer shall promptly forward to the corporation any demand, notice or summons received by the director or officer. Notice given by or on behalf of the director or officer to any authorized representative of the corporation, with particulars sufficient to identify the director or officer, shall be deemed notice to the corporation.

**9.13 Jurisdiction.** The indemnification hereunder only applies to acts committed by and suits brought against a director or officer in the United States of America, its territories or possessions or Canada.

**9.14 Cooperation.** The director or officer shall cooperate with the corporation and, upon the corporation's request, assist in making settlements and in the conduct of suits, including arbitration proceedings. The director or officer shall attend hearings, trials and depositions and shall assist in securing and giving evidence and obtain the attendance of witnesses. The director or officer shall not, except at his own cost, voluntarily make any payment, assume any obligation or incur any expenses in any such proceedings.

**9.15 Liability.** No action shall lie against the corporation unless, as a condition precedent thereto, the director or officer shall have fully complied with all the terms, provisions and conditions of this entire article nor until the amount of the obligation to pay shall have been finally determined either by judgment against the director or officer after actual trial, arbitration determination, or by written agreement of the director or officer and the claimant subject to the prior written consent of the corporation. Any person or organization or the legal representative thereof who has secured such judgment or written agreement shall thereafter be entitled to recover against the corporation. No person or organization shall have the right to join the corporation as a party to any action against the director or officer to determine the director's or officer's liability, nor shall the corporation be interpleaded by the director or officer or their legal representative.

**9.16 Subrogation.** In the event of any payment under this article, the corporation shall be subrogated to all the director's or officer's rights of recovery therefore against any person or organization, and the director or officer shall execute and deliver all instruments and papers and do whatever else is necessary to secure such rights. Any amount recovered in excess of the corporation's total payment shall be restored to the director or officer, less the cost to the corporation of recovery. This indemnification as proved shall apply only as excess over any valid and collectible insurance the director or officer may have.

**9.17 Effect of Amendment.** No amendment, modification or repeal of the articles on indemnification and insurance hereof shall in any manner terminate, reduce or impair the right of any past, present or future director or officer of the corporation, nor the obligation of the corporation to indemnify such directors, under and in accordance with the provisions of these articles as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

**9.18 Surety Bond.** Such officers and agents of the corporation as the president, board of directors or the executive committee may designate from time to time, may be bonded for the faithful performance of their duties to the corporation and for the restoration to the corporation, in case of their death, resignation, retirement, disqualification or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the corporation, in such amounts and by such surety companies as the president, board of directors or the executive committee may determine. The premiums on such surety bonds shall be paid by the corporation and the bonds so furnished shall be in the custody of the secretary of the corporation.

## **ARTICLE 10. PROHIBITED ACTS**

**10.01 Dividends Prohibited.** A dividend may not be paid to, and no part of the income of the corporation may be distributed to, the corporation's members, directors or officers.

**10.02 Authorized Benefits and Distributions.** The corporation may pay compensation in a reasonable amount to the members, directors or officers for services rendered and may confer benefits on its members in conformity with the corporation's purposes.

**10.03 Loans To Directors Prohibited.** No loans shall be made by the corporation to its directors.

## **ARTICLE 11. DISSOLUTION AND DISTRIBUTION OF ASSETS**

**11.01 Voluntary Dissolution.** The corporation may dissolve and commence to wind up its affairs. The board of directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at an annual or special meeting of members having voting rights. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy are entitled to cast. Upon the adoption of such resolution by the members, the corporation shall cease to conduct its affairs except in so far as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of and claimant against the corporation and shall proceed to collect its assets and apply and distribute them as provided in these bylaws or as allowed by law.

**11.02 Application and Distribution of Assets.** If in the process of dissolution, all valid and legally enforceable liabilities and obligations of the corporation shall be paid, satisfied and discharged. In case the property and assets are not sufficient to satisfy or discharge all of the corporation's valid and legally enforceable liabilities and obligations, the corporation shall apply them so far as they will go to

the just and equitable payment of the liabilities and obligations. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. The remaining assets of the corporation shall be distributed only for tax exempt purposes to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or which are described in Section 170(c)(1) or (2), Internal Revenue Code, under a plan of distribution adopted pursuant to applicable law. Any remaining assets not distributed under the plan of distribution shall be disposed of by a district court of the county in which corporation's principal office is located exclusively to one or more exempt organizations described above. Any distribution by the court shall be made in such manner as, in the judgment of the court, will best accomplish the general purposes for which the corporation was organized.

## **ARTICLE 12. GENERAL PROVISIONS**

**12.01 Fiscal Year.** The fiscal year of the corporation shall begin the first day of January and end on the last day of December in each year.

**12.02 Seal.** The corporate seal shall be in such form as may be prescribed by the board of directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

**12.03 Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any authority of the board of directors and shall keep at its principal office a record of the names and addresses of its members entitled to vote. A member of the corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant or attorney, at any reasonable time during normal business hours, for any proper purpose, the books and records of the corporation relevant to that purpose, at the expense of the member. However, since membership information of the corporation is a valuable and proprietary asset of the corporation, such information may not be given or sold to, or be copied by, any member or his agent or attorney. The corporation may be audited annually by certified public accountants selected by the board of directors.

**12.04 Amendment of Articles of Incorporation.** A proposed amendment to the articles of incorporation of the corporation shall be adopted at a special or annual meeting of members called for such purpose, upon receiving at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy are entitled to cast at which a quorum is present.

**12.05 Amendment of Bylaws.** The bylaws may be altered, amended or repealed or new bylaws may be adopted upon receiving a vote of a majority of the board of directors present in person or by proxy at a special or annual meeting at which a quorum is present.

**12.06 Waiver of Notice.** Notice of a meeting is not required to be given to a member, director or member of a committee if the person entitled to notice signs a written waiver of notice of the meeting, regardless of whether the waiver is signed before or after the time of the meeting. Attendance at a meeting constitutes a waiver of notice of such meeting, unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened.

**12.07 Governing Law.** These bylaws shall be construed under and in accordance with the laws of the State of Arizona.

**12.08 Construction.** The gender of all words used in these bylaws includes the masculine, feminine, and neuter. Headings of all articles and sections are for reference purposes only and shall not constitute substantive matter to be considered in construing the terms of these bylaws.

**12.09 Counterparts.** These bylaws may be executed in any number of counterparts with the same effect as if all signing parties had signed the same document. All counterparts shall be construed together and constitute the same instrument.

**12.10 Procedures.** Parliamentary procedures for all meetings shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these bylaws or by resolution of the board of directors.

#### **CERTIFICATE OF SECRETARY**

The undersigned, being the duly elected Secretary of the Corporation, hereby certifies that the foregoing Bylaws were duly adopted, approved, authorized and ratified by the unanimous written consent of the Board of Directors of the Corporation and the same do now constitute the Bylaws of the Corporation.

Dated and Effective March 10, 2009.

A handwritten signature in black ink, appearing to read 'Earl J. Doucette', is written over a horizontal line.

Earl J. Doucette  
Secretary

## Attachment for #11



**Subject:** Active Clients in Arkansas

**From:** ajstrawn <ajstrawn@wing.net>

**Date:** Tue, 22 Sep 2009 10:59:39 -0700

**To:** Charles Boyd <charlesboyd@wing.net>

**CC:** Scott Boyd <sboyd@wing.net>

select Policy,FirstName,LastName,Address,City,State, Zip from Clients  
where TerminationDate is NULL and State = 'AR'  
order by Zip,LastName,FirstName;

Policy	FirstName	LastName	Address	City	State	Zip
184252240	Charles	Isgrid	1800 W 32 nd	Pine Bluff	AR	716030000
592485296	Evelyn	Perkins	5607 Shults Rd	Pine Bluff	AR	716030000
790298020	Richard	Orton	237 Ouachita 93	Bearder	AR	717280000
849473176	Linda	Vann	1393 Hwy 32 E	Ashdown	AR	718220000
921524259	Layne	Webb	P.O.Box 1266	DeQueen	AR	718320000
687163365	Randale	Stevens	21034 Hwy 82	Texarkana	AR	718540000
241921965	Kathleen	Bishop	424 Shady Grove Rd	Hot Springs	AR	719010000
138745179	Harold	Woody	204 Whispering Hills St.	Hot Springs	AR	719010000
600627878	Kimberlee	Pittman	4075 Hwy 27 N	Story	AR	719700000
107554472	Kimberlee	Pittman	4075 Highway 27 N	Story	AR	719700000
490246768	Magen	Gray	151 Sunset Cr	Cabot	AR	720230000
986100020	Marilyn	Highfill	10 Elvie Lane	Cabot	AR	720230000
227537373	Mary Ann	Morris	3668 Rogers Chapel Rd	Hazen	AR	720640000

808484497	Donna	Hammock	19722 Robinwood Lane	Mabelvale	AR	721030000	
548566766	Jeff	Tarkington	Po Box 429	Searcy	AR	721450000	
722633543	Nadene	King	4326 Hwy 9	Springfield	AR	721570000	
254952615	Alma	Willett	3021 Louisiana Street	Little Rock	AR	722060000	
503579242	Connie	Chandler	20571 Congo Ferndale Rd	Little Rock	AR	722100000	
252789791	Lawrence	Moon	6623 Hwy 316 S Rd	Marvell	AR	723660000	
296576477	Tammy	Moon	6623 Hwy 316 S. Rd.	Marvell	AR	723660000	
880753465	Brenda	Rains	220 South 5th	West Helena	AR	723900000	
940577471	Tom	Franzen	1602 Carroll Rd	Paragould	AR	724500000	
713635965	Karen	Conner	HC 79, Box 175 D	Calico Rock	AR	725190000	
835722684	Richard	Strong	H C 77, Box 1910	Melbourne	AR	725560000	
212875095	Clifford	Warren	302 Pleasant St	Berryville	AR	726160000	
236554127	Clifford	Warren	P. O. Box 86	Berryville	AR	726160000	
148121990	Nancy L	Wright	600 Benton St	Mountain Home	AR	726530000	
923089936	Jane	Hobart	1420 Buena Vista Cir	Springdale	AR	727620000	
129051217	Teresa	Whorton	18661 Saddle Shop Lane	Springdale	AR	727640000	
232786435	Sherry	Moore	202 Canterbury Cir	Russellville	AR	728020000	
567126863	Kenneth	Hill	PO BOX 82	Plainview	AR	728570000	
279830706	Brenda	Ahne	Po Box 297	Scranton	AR	728630000	
719118767	Brenda	Ahne	Po Box 297	Scranton	AR	728630000	

## Attachment for #12

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09/16/09

Accrual Basis

**WIMG, Inc**  
**Balance Sheet**  
 As of July 31, 2009

	Jul 31, 09
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
1001 · WAMU- WIMG (9955)	142,775.72
1002 · WAMU-Smart Care Health Plan	2,031.67
1004 · Bank of America	6,240.74
1005 · WIMG-Consumer Care	54,966.04
1015 · WAMU-CDBA Refunds (2202)	7,586.49
Total Checking/Savings	213,600.66
Other Current Assets	
1550 · Garnishment	261.42
Total Other Current Assets	261.42
Total Current Assets	213,862.08
Fixed Assets	
1599 · Automobile	25,962.15
1600 · Office Equipment	68,413.15
1601 · Office Furniture	5,000.00
1650 · Accumulated Depreciation	-82,017.00
Total Fixed Assets	17,358.30
Other Assets	
1810 · Start-up Costs	11,106.12
1811 · Accumulated Amotization	-11,106.12
Total Other Assets	0.00
<b>TOTAL ASSETS</b>	<b>231,220.38</b>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Credit Cards	
2000 · Capital One 1586	64,489.88
2016 · Capital One 0334	-2,000.00
Total Credit Cards	62,489.88
Other Current Liabilities	
2050 · Officer's Loans	
2061 · Draws	-1,045.24
Total 2050 · Officer's Loans	-1,045.24
2100 · Payroll Liabilities	4,488.47
Total Other Current Liabilities	3,443.23
Total Current Liabilities	65,933.11
Long Term Liabilities	
2153 · Loan Payable WAMU	60,004.38
2155 · Loan Payable Bank of America	26,652.00
Total Long Term Liabilities	86,656.38
Total Liabilities	152,589.49
Equity	
1110 · Retained Earnings	39,638.45
Net Income	38,992.44
Total Equity	78,630.89
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>231,220.38</b>

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09/16/09

Accrual Basis

**WIMG, Inc**  
**Profit & Loss**  
 January through July 2009

	Jan - Jul 09
Ordinary Income/Expense	
Income	
4010 · Assoc Membership-Wholesale Fees	1,249,778.93
4011 · Consumer Care	67,702.57
4020 · Smart Care Health Plan	3,139.64
Total Income	1,320,621.14
Cost of Goods Sold	
5000 · Association Benefits Plan	729,844.85
Total COGS	729,844.85
Gross Profit	590,776.29
Expense	
6020 · Advertising	3,727.00
6109 · Automobile Reimbursed	5,442.99
6110 · Automobile Expense	
6111 · Insurance	1,978.00
6112 · Gasoline	1,221.41
6115 · Repairs	923.45
6116 · Misc	209.99
6117 · Parking	20.50
6118 · Toll Roads	120.00
Total 6110 · Automobile Expense	4,473.35
6120 · Bank Service Charges	199.00
6127 · Business Gifts	901.01
6135 · Commissions Paid	55,430.00
6138 · Computer Equipment	17.82
6140 · Contributions	141.00
6144 · Consulting	100.00
6145 · Credit Card Cost	1,611.15
6160 · Dues and Subscriptions	714.28
6165 · Employee Benefit Plan	3,000.00
6180 · Insurance	
6184 · Health Insurance	6,663.24
6190 · Work Comp	1,343.50
Total 6180 · Insurance	8,006.74
6200 · Interest Expense	
6210 · Finance Charge	4,047.96
6220 · Loan Interest	1,332.08
Total 6200 · Interest Expense	5,380.04
6230 · Licenses and Permits	328.25
6234 · Marketing Expense	12,617.68
6250 · Postage and Delivery	9,337.62
6253 · Promotional	60.00
6255 · Online Services	5,585.39
6260 · Printing and Reproduction	30,560.78
6270 · Professional Fees	
6280 · Legal Fees	50,096.24
Total 6270 · Professional Fees	50,096.24
6290 · Rent	13,187.21
6300 · Repairs	
6310 · Building Repairs	1,410.85
6330 · Equipment Repairs	289.31
6750 · Janitorial Exp	200.00
Total 6300 · Repairs	1,900.16
6324 · Security	156.00
6325 · Software	3,630.58
6335 · Storage	1,477.00
6340 · Telephone	7,112.98

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09/16/09

Accrual Basis

**WIMG, Inc**  
**Profit & Loss**  
January through July 2009

	Jan - Jul 09
6350 · Travel & Ent	
6360 · Entertainment	110.37
6370 · Meals	3,198.39
6380 · Travel	1,007.79
Total 6350 · Travel & Ent	4,316.55
6390 · Utilities	
6400 · Gas and Electric	4,172.91
6410 · Water	129.00
Total 6390 · Utilities	4,301.91
6550 · Office Supplies	15,911.28
6555 · Outside Labor	36,000.00
6560 · Payroll Expenses	
6561 · Officer's Salaries	72,354.00
6562 · Office Salaries	170,913.44
6563 · Payroll Taxes	20,724.47
Total 6560 · Payroll Expenses	263,991.91
6564 · Payroll Direct Deposit Fee	0.83
6820 · Taxes	
6850 · Property	365.05
6860 · State	1,702.05
Total 6820 · Taxes	2,067.10
Total Expense	551,783.85
Net Ordinary Income	38,992.44
Other Income/Expense	
Other Expense	
9000 · Void	0.00
Total Other Expense	0.00
Net Other Income	0.00
Net Income	38,992.44

# Arkansas Insurance Department

Mike Beebe  
Governor



Jay Bradford  
Commissioner

April 3, 2009

Mr. George R. Katosic, FLMI, AIRC, ACS  
300 North Coit Road, Suite 350  
Richardson, TX 75080

RE: Consumer Driven Benefits Association of American (CDBAA)

Dear Mr. Katosic:

Thank you for your letter of March 25, 2009, requesting our Department's approval of the above association.

The association in question has received our Department's prior approval. Our files reflect that our Department approved this association on 9/26/08 for use with a policy form for Presidential Life Insurance Company.

If we could be of further assistance, please let us know.

Sincerely,

A handwritten signature in cursive script that reads "Rosalind D. Minor".

Rosalind D. Minor  
Senior Certified Rate and Form Analyst  
Life and Health Division

## Response to Discretionary Group Questionnaire

1. Name and address of the group.  
ABBA  
16476 Wild horse Creek Road., 2nd floor,  
Chesterfield, MO 63017  
e-mail: [info@abba-association.com](mailto:info@abba-association.com)  
Phone: 1-877-416-2566
2. Is this group incorporated? Yes If so, give state of incorporation. Missouri
3. Is there a current office in Arkansas? NO
4. Does the Arkansas part of the organization have any officers, committees, or chapters?  
If so, give details. NO
5. Are annual dues charged? If so, specify amount.  
Dues or Membership fees are monthly and based on the level of package that the consumer purchases.  
Our most popular is the Basic membership at 19.50 per month, and the professional packages which is 54.50 per month.
6. What are the specific activities of the organization?  
To provide the association membership awareness and education on improved health practices, related information and other information as appropriate.
7. What benefits are provided to the members in addition to insurance? Attached
8. What qualifies an individual for membership? An individual interested in the association applies for membership and is approved by the Board of Directors.
9. How are members recruited? If by mailing list, advise the source of this list. By enrollers and referrals from existing members.
10. Attach a copy of the organization by-laws. Attached
11. Also, enclose a list of dues paying members residing in Arkansas with full addresses. If the organization considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed. None
12. Please attach a copy of the organization's most recent financial statement. Attached
13. Does the organization receive any compensation of any kind from the insurer issuing contracts to its members? No

Approval of the organization as a qualified group for insurance purposes will be determined upon receipt of your reply.



BY-LAWS OF  
"AMERICA'S BUSINESS BENEFIT ASSOCIATION"

ARTICLE I  
PURPOSES

The purpose or purposes of "America's Business Benefit Association" ("association") shall be:

To enhance the quality of life for members by offering or providing educational information; to provide access to goods, services, benefits or group discounts by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.

ARTICLE II  
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III  
MEMBERS

Section 1. Classes of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.

2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

Section 2. Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Missouri as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Missouri as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally, by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the

records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;
2. The election of the Board of Directors; and

3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

## ARTICLE V BOARD OF DIRECTORS

Section 1.      General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2.      Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be residents of the United States of America and members of the Association.

Section 3.      Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Missouri for the holding of additional regular meetings of the Board of Directors.

Section 4.      Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5.      Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered personally, by mail or through the internet to each director at his address shown on the records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such

meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same force

and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

## ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall

have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8. Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in

their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3      Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4.      Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.      Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

#### ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1.      Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2.      Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3.      Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.



Section 4.     Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5.     Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

## ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1.     Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2.     Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

## ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

## ARTICLE XI DUES AND INITIATION FEE

Section 1.     Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2.     Payment of Dues. Dues shall be payable in advance.

Section 3.     Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4.     Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

## ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

## ARTICLE XIII SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

## ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Missouri under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV  
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI  
INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII  
DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

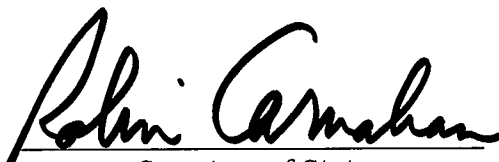
*America's Business Benefit Association*  
*N00051672*

Formerly,

*NationalBenefit Plan*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set  
my hand and imprinted the GREAT SEAL  
of the State of Missouri, on this, the 18th  
day of August, 2005.

  
Secretary of State





# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200523121102  
N00051672  
Date Filed: 08/18/2005  
Robin Carnahan  
Secretary of State

## Articles of Amendment for a Nonprofit Corporation

(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: NationalBenefit Plan
- (2) The amendment was adopted on 8/11/05 and changed article(s) 1 to state as follows:

*month/day/year*

Article number One (1) is amended to read: The name of the corporation is:  
America's Business Benefit Association

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

A. Number of memberships outstanding: \_\_\_\_\_

B. Complete either C or D:

C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
--------	--------------------------	--------------------	------------------------

_____	_____	_____	_____
_____	_____	_____	_____

Please see next page

Name and address to return filed document:

Name: Rachel DiFulvio

Address: 16476 Chesterfield Airport Rd., 2nd Flr.

City, State, and Zip Code: Chesterfield, MO 63017

State of Missouri  
Amend/Restate - NonProfit 2 Page(s)



T0523015613

Corp. 53A (01/05)

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class: Number Voting undisputed:

_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Tina Kompon, President

8-11-05

Authorized signature of officer or chairman of the board

Printed Name

Title

Date

# STATE OF MISSOURI



Matt Blunt  
Secretary of State  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

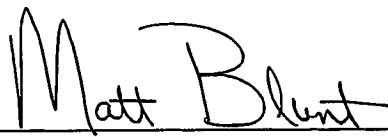
*National Benefit Plan  
N00051672*

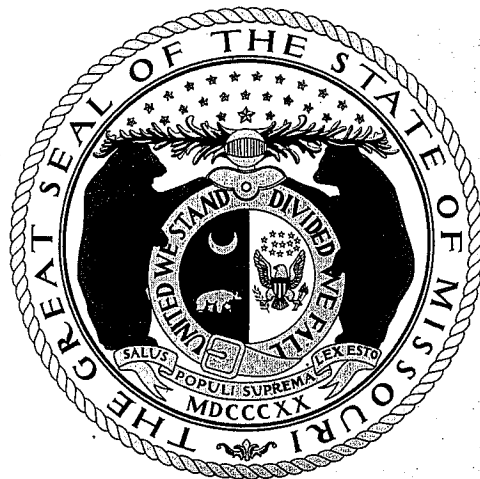
Formerly,

*HEARTLAND DEALERS AND COLLECTORS ASSOCIATION*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set  
my hand and imprinted the GREAT SEAL  
of the State of Missouri, on this, the 8th day  
of January, 2004.

  
Secretary of State





T0400841604

Stat  
Matt B

Corporations Divi  
P.O. Box 778 / 600  
Jefferson City, MO

File Number: 200400821102

Charter # N00051672

Date Filed: 01/08/2004

Matt Blunt  
Secretary of State

**Articles of Amendment  
for a Nonprofit Corporation**

(Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Heartland Dealers & Collectors Association
- (2) The amendment was adopted on 1-5-04 and changed article(s) 1 and 5 to state as follows:  
month/day/year

Article number One (1) is amended to read: The name of the corporation is:  
**NationalBenefit Plan.**

Article number Five (5) is amended to read as follows: See attached.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

- A. Number of memberships outstanding: \_\_\_\_\_  
B. Complete either i or ii:

- i. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In affirmation of the facts stated above,

Karen Boeker  
(Authorized signature of officer or chairman of the board)

KAREN BOEKER  
(Printed Name)

SECRETARY  
(Title)

1-6-04  
(Date)



The purpose or purposes for which the Corporation is organized are:

To enhance the quality of life for members by offering or providing educational information; to provide access to goods, services and discount benefits by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

HEARTLAND DEALERS AND COLLECTORS ASSOCIATION

FORMERLY,

AMERICAN SOCIETY FOR IMPROVED HEALTH

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 28TH DAY OF JULY, 1997.

*Rebecca McDowell Cook*  
Secretary of State

\$10.00





State of Missouri  
Rebecca McDowell Cook, Secretary of State  
P. O. Box 778, Jefferson City, MO 65102  
Corporation Division

FILED AND CERTIFICATE  
ISSUED

Articles of Amendment  
for a Nonprofit Corporation

JUL 28 1997

(Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose amending its articles of incorporation, hereby executes the following articles of amendment:

*Rebecca McDowell Cook*  
SECRETARY OF STATE

(1) The name of corporation is: American Society for Improved Health

(2) The text of the amendment(s) and the date(s) of adoption are as follows:

Article One- name of the Corporation is:  
Heartland Dealers and Collectors Association  
(adoption date - July 24, 1997)

Article Five - See Attached

(3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): XXX

(4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

A. Number of memberships outstanding: \_\_\_\_\_

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: N/A

In affirmation of the facts stated above,

Karen Boeker *Karen Boeker* Secretary  
(Authorized signature of officer or chairman of the board) (Title)

7/24/97  
(Date of signature)

FILED AND CERTIFICATE  
ISSUED

JUL 28 1997

- (2) The text of the amendment(s) and the date(s) of adoption are as follows:

*Phyllis McDowell Cook*  
SECRETARY OF STATE

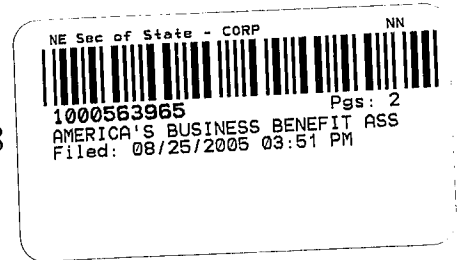
Article Five - The purpose or purposes for which the Corporation is organized are:

To enhance the quality of life for its members by providing educational and informational material of interest to dealers and collectors of all kinds.

To provide services and benefits as deemed beneficial to the members as well as any other activity permitted under the Missouri Not-For-Profit Corporation Act.

**APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY**  
(Non-Profit Corporations)

John A. Gale, Secretary of State  
Room 1301 State Capitol, P.O. Box 94608  
Lincoln, NE 68509  
<http://www.sos.state.ne.us>



Submit in Duplicate

Attach a certificate stating the name change amendment duly authenticated by the official having custody of the corporate records in the state or country under whose law it is incorporated. Such certificate shall not be more than 60 days old.

Name of Corporation NationalBenefit Plan

Incorporated under the laws of Missouri

Amended Name of Corporation America's Business Benefit Association

Date Incorporation February 7, 1995 Period of Duration perpetual

Corporate Type (check one) ☐ Public Benefit ☒ Mutual Benefit ☐ Religious

Does the Corporation Have Members? ☒ Yes ☐ No

Address of Principal Office 16476 Chesterfield Airport Rd. Chesterfield, MO 63017

Registered Agent Warren Foss

Registered Office 11305 Chicago Circle Omaha NE 68154

DATED 8/23/05

Signature  
Tina Kompon, President  
Printed Name/Title

NOTE: Every filing must be signed by the chairperson of the board of directors, the president, or one of the officers of the corporation. If the corporation has not yet been formed or directors have not yet been selected, the filing shall be signed by an incorporator. If the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, the filing shall be signed by that fiduciary.

FILING FEE: \$15.00

STATE OF NEBRASKA ♦ SECRETARY OF STATE'S OFFICE  
1445 "K" ST. • STATE CAPITOL SUITE 1301 • LINCOLN, NE • 68509  
BUSINESS SERVICES DIVISION

CORPORATIONS

P.O. BOX 94608  
(402) 471-4079

UNIFORM COMMERCIAL CODE

P.O. BOX 95104  
(402) 471-4080

NOTARY

P.O. BOX 95104  
(402) 471-2558

JOHN A. GALE  
Secretary of State

August 25, 2005

DEBBIE PESTER  
Deputy Secretary of State

NATIONAL ADMINISTRATION COMPANY, INC  
R.DIFULVIO, 2ND FLOOR  
16476 CHESTERFIELD AIRPORT RD.  
CHESTERFIELD, MO 63017

**ACKNOWLEDGEMENT OF FILING**

The attached documents were filed with the Nebraska Secretary of State's Office, Corporation Division. A label has been affixed to each filing signifying the filing stamp for the Nebraska Secretary of State's Office, Corporation Division. This filing label indicates the date and time of the filing and also references a document number that can be used to reference this filing in the future.

**ACKNOWLEDGEMENT OF FILING FEES RECEIVED**

Action/Service	Company/Entity Name	Fee Received
New Name	AMERICA'S BUSINESS BENEFIT ASSOCIATION	5.00
Per Page Charge	AMERICA'S BUSINESS BENEFIT ASSOCIATION	10.00
	Total Fees Received	\$15.00

David Boyce  
Filing Officer

RECEIVED AUG 25 2005 10:00 AM

RECEIVED AUG 25 2005 10:00 AM

NATIONAL ADMINISTRATION COMPANY, INC.

16476 CHESTERFIELD AIRPORT RD.  
CHESTERFIELD, MO 63017

ROYAL BANKS OF MISSOURI

SAINT LOUIS, MISSOURI  
MEMBER FDIC  
80-143/810

011341

8/23/2005

PAID TO THE  
ORDER OF

Secretary of State

\*\*15.00

Fifteen and 00/100\*\*\*\*\*

DOLLARS

Secretary of State  
Room 1301 State Capitol  
P O Box 94608  
Lincoln, NE 68509

*James H. Becker*

MEMO National Benefit Plan

THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW

011341 081001439 0047566101

NATIONAL ADMINISTRATION COMPANY, INC.

011341

011341

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF INCORPORATION  
GENERAL NOT FOR PROFIT

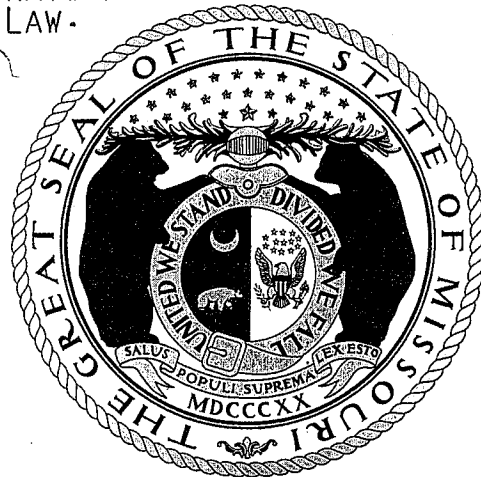
WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF  
AMERICAN SOCIETY FOR IMPROVED HEALTH

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF  
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE  
REQUIREMENTS OF GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, SECRETARY OF STATE  
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN  
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY  
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO  
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER  
THE GENERAL NOT FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
7TH DAY OF FEBRUARY, 1995.

*Rebecca McDowell Cook*  
Secretary of State



\$15.00





# State of Missouri

Judith K. Moriarty, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

## Articles of Incorporation of a General Not For Profit Corporation

Filing Fee \$10.00

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

FEB 07 1995

Rebecca Moriarty  
SECRETARY OF STATE

We the undersigned,

(Not less than three)

Type or Print Name	Number	Street	City	State	Zip
DALE TURVEY	16601	KEHRS GROVE DR	CHESTERFIELD	MO	63005
WILLIAM A. WARMAAN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is AMERICAN SOCIETY FOR IMPROVED HEALTH
- The period of duration of the corporation is PERPETUAL  
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Missouri is 1819 CLARKSON RD, STE 301  
CHESTERFIELD 63017  
(City) (Zip)  
and the name of its initial Registered Agent at said address is KAREN BOEKER
- The first Board of Directors shall be THREE (3) in number, their names and addresses being as follows:  
(At least three required)

Type or Print Name	Number	Street	City	State	Zip
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129
WILLIAM A. WARMAAN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
KAREN BOEKER	13	BORDEAUX PL	LAKE ST LOUIS	MO	63367

- The purpose or purposes for which the corporation is organized are:

"SEE EXHIBIT A ATTACHMENT"

EXHIBIT "A"

5. The purpose or purposes for which the corporation is organized are:

To enrich the quality of life for its members by providing educational and informational material of interest to health conscious individuals, and;

To provide services and benefits as deemed beneficial to the members as well as any other activity permitted under the Missouri Not-For-Profit Corporation Act.

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

FEB 07 1995

*Rebecca McDowell Cook*  
SECRETARY OF STATE

America's Business Benefit Association  
Unaudited Statement  
2008

Revenue		
Dues		\$ 1,585,186.30
Expenses		
Federal Taxes	\$ 2,965.31	
State Taxes	\$ 1,000.00	
Registration & Meeting Fees	\$ 2,278.00	
Printing & Reproduction	\$ 602.79	
Ocean Consulting Group	\$ 519,554.64	
Madison National Life	\$ 243,988.24	
Rent	\$ 2,868.00	
Refund of Dues	\$ 700.70	
Taxes	\$ 3,692.00	
Administrative Fee / NAC	\$ 90,734.15	
Lifeguard	\$ 44,466.80	
Teladoc Medical Service	\$ 1,382.50	
IPA	\$ 658,997.25	
Reimbursement Expense	\$ 150.00	
Board Expense	\$ 8,250.00	
Bank Charges	\$ 148.69	
Total		\$ 1,581,779.07
Surplus		\$ 3,407.23

3:14 PM

04/14/09

Accrual Basis

**America's Business Benefit Association**  
**Profit & Loss**  
January through December 2008

	<u>Jan - Dec 08</u>
Ordinary Income/Expense	
Income	
IAC	498,551.61
301 · World Insurance	1,003,327.43
302 · American Business Benefit-ABBA	83,307.26
Total Income	<u>1,585,186.30</u>
Cost of Goods Sold	
231 · Federal Taxes	2,965.31
233 · State Taxes	1,000.00
405 · Registration & Meeting Fees	2,278.00
406 · Printing & Reproduction	602.79
407 · Ocean Consulting Group	519,554.64
408 · Madison National life	243,988.24
Total COGS	<u>770,388.98</u>
Gross Profit	814,797.32
Expense	
410 · Rent	2,868.00
412 · Refund of Dues	700.70
415 · Taxes	3,692.00
502 · Adminisrtative Fee / NAC II	90,734.15
503 · Lifeguard	44,466.80
504 · TelaDoc Medical Service	1,382.50
506 · IPA - Insurance Producers of Am	658,997.25
511 · Reimbursement Expense	150.00
540 · Board Expense	10,250.00
567 · Bank Charges	148.69
Total Expense	<u>813,390.09</u>
Net Ordinary Income	<u>1,407.23</u>
Net Income	<u><u>1,407.23</u></u>

## Response to Discretionary Group Questionnaire

1. Name and address of the group. United Service Association for Health Care (USAHC)  
1901 N. State Hwy 360, Grand Prairie, TX 75050.
2. Is this group incorporated? If so, give state of incorporation.  
Yes. Washington, D.C.
3. Is there a current office in Arkansas? No.
4. Does the Arkansas part of the organization have any officers, committees, or chapters?  
If so, give details. N/A
5. Are annual dues charged? If so, specify amount.  
No. Dues are charged on a monthly basis and vary based on the level of membership selected.
6. What are the specific activities of the organization?  
Assist charitable, educational and social welfare organizations in the conduct of similar activities:  
  
The association donates \$2 of the membership dues collected from each member on a monthly basis in order to support organizations that have purpose to discover new health treatment solutions that are effective and affordable, improve the level of treatment provided to patients, provide assistance for those individuals with handicaps, provide assistance to educational organizations. Nearly \$7 million has been donated to organizations.  
  
To promote the adoption of equitable health care policy in the United States.  
  
To engage in nonpartisan research, study and analysis for the benefit of the general public regarding the health care system of the United States and to publish the results of such research;  
  
Prepare educational materials and conduct educational activities in support of the general purposes of the corporation;  
  
Conduct the sponsor forums, lectures, debates and similar programs; and
7. What benefits are provided to the members in addition to insurance?  
Call MD, Health and Wellness Magazine, Optum Nurseline, Beech Street Doctors, Karis Group, Surgical Trip, MyHealthCompass, Best Doctors. eWellness, Dignity Memorial. Vitamins And Supps..

8. What qualifies an individual for membership?

The association accepts as its members, employers and employees (including persons who are small business owners, self-employed or retired) who are interested in and supportive of the purposes for which the Corporation was organized, which include improving national health policy issues and providing practical solutions for members.

9. How are members recruited? If by mailing list, advise the source of this list.

Independent contractors solicit membership on behalf of the association.

10. Attach a copy of the organization by-laws. Bylaws attached.

11. Also, enclose a list of dues paying members residing in Arkansas with full addresses. If the organization considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed.

See attached.

12. Please attach a copy of the organization's most recent financial statement.

See attached.

13. Does the organization receive any compensation of any kind from the insurer issuing contracts to its members? No.

Approval of the organization as a qualified group for insurance purposes will be determined upon receipt of your reply.

**United Service Association for Health Care**

Statement of Cash Flows

As of June 30, 2009

	<u>06/30/09</u>
<b>Cash flows from operating activities:</b>	
Net Income	249,229
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	3,205
Deferred income taxes	0
Change in assets and liabilities:	
Accounts receivable	(804)
Prepaid expenses and inventory	(819)
Deferred Revenue	(98,569)
Accounts payable and accrued expenses	(126,659)
Other Assets - Deposits	0
<b>Net cash provided by operating activities</b>	<u>25,583</u>
 <b>Cash flows from investing activities:</b>	
Purchase of furniture and equipment	(28,672)
 <b>Net increase in cash and cash equivalents</b>	 (3,089)
 <b>Cash and cash equivalents at beginning of period</b>	 1,598,075
 <b>Cash and cash equivalents at end of period</b>	 <u><u>1,594,986</u></u>



**Arkansas Secretary of State  
Charlie Daniels**

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501-682-3409

**Certificate of Good Standing**

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show

**UNITED SERVICE ASSOCIATION FOR HEALTH CARE\_**

formed under the laws of the state of District Of Columbia, and authorized to transact business in the State of Arkansas as a Foreign Non-Profit Corporation, was granted a Application for Foreign Non-Profit by this office November 1, 1988.

Our records reflect that said entity, having complied with all statutory requirements in the State of Arkansas, is qualified to transact business in this State.



**In Testimony Whereof**, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 28th day of September 2009.



Charlie Daniels  
Secretary of State

Online Certificate Authorization Code: aaa5c2cad7160f5

To verify the Authoriziation Code, visit [sos.arkansas.gov](http://sos.arkansas.gov)



## WeeklyMembers

Last_Name	First_Name	Address_Line1	Address_Line2	City	State	Zip_Code	Zip_Code4	No_Insured
Moore	Cary	Faith Assembly of Gods Church	1600 N 50th St	Fort Smith	AR	72904	0	1
Gerry	Sharon	PO BOX 132		PEA RIDGE	AR	72751	132	2
Graham	Glenda	1808 Rosewood St		Pocahontas	AR	72455	0	1
Atkins	Susan	4700 S. Zero		Fort Smith	AR	72903	0	1
Brown	Mary F.	3000 Kellogg Acres Rd		N. Little Rock	AR	72120	0	2
Brown	Mary	3000 Kellogg Acres Road		N. Little Rock	AR	72120	0	2
Rowe	Alice	3835 Hwy 167 South		Ash flat	AR	72513	0	1
Tyler	Barbara	1171 S Hwy 305		Searcy	AR	72143	0	3
Rainey	Ida	17327 Raines RD		Little Rock	AR	72210	0	2
Davis	William	2123 Labette Manor Dr L-13		Little Rock	AR	72205	0	1
Campbell	Carl	2 Odum Rd		Conway	AR	72032	0	1
Burks	Eller	803 Mchenry St		Malvern	AR	72104	0	1
Gates	Michael	365 Herrmann Trail		Hot Springs	AR	71901	0	1
Ralls	Josephine	223 Hempstead 27 South		Nashville	AR	71852	0	1
Sanders	Sandra	2009 Grant St		Malvern	AR	72104	0	2
Riddle	Thomas	Po Box 1325		Green Forest	AR	72638	0	2
Hensley	Larry	4593 Highway 62 W		Eureka Springs	AR	72632	0	2
Clemence	Leon	502 Carroll Avenue		Green Forest	AR	72638	0	2
Roberts	Lance	P.o. Box 6258		North Little Rock	AR	72124	0	1
Anderson	Richard	1412 Sylvia Drive		Sheridan	AR	72150	0	1
Feltz	Gerard	7361 Greenhill Ct		Springboro	AR	45066	0	1
Collie	William	1201 Military Rd		Benton	AR	72015	0	1
Karlovac	Brad	265 Nevada 38		Prescott	AR	71857	0	4
Woodall	Mary	Po Box 112		Horatio	AR	71842	0	1
Pietersma	Betty	1424 Country Oaks Dr	Ste 2 Pmb269	Benton	AR	72015	0	1
Pratt	Zan	933 W Kyle Dr		Fayetteville	AR	72701	0	1
Banister	Roy	213 E 1st		Blevins	AR	71825	0	1
Leary	W.b	2029 Rush Creek Road		Springdale	AR	72762	0	2
Martindale	Linda	904 S Kelly St		Harrison	AR	72601	0	2
Chu	Jenilan	Po Box 737		Jasper	AR	72641	0	1
Cunningham	Pearl	Po Box 35		Parks	AR	72950	0	1
Smith	Bessie	103 Bransford Rd		Lonoke	AR	72086	0	1
Parochka	Sheila	1811 BUNKER HILL DR		VAN BUREN	AR	72956	2836	3
Hill	Eileen	3600 N 31ST ST		FORT SMITH	AR	72904	3439	2
Mardanolou	Alvin	PO BOX 62		ROE	AR	72134	62	2
Ridgell	Mary	1620 Bawldwin		Van Buren	AR	72956	0	5
Cathey	Veima	1118 E34th		Pinebluff	AR	71601	0	1
Engels	Charles	3752 Highway 79 South		Stephens	AR	71764	0	1
Neville	William	PO BOX 687		ROGERS	AR	72757	687	1
Franks	Gretchen	#9 Vinegar Hill LN		Heber Springs	AR	72543	2833	1
Davis	Thad	PO BOX 146		Salado	AR	72575	146	1
King	Debbie	1718 North Desarc Way		Fayetteville	AR	72704	0	1
Gagnen	Lynn	Po Box 383		Arkansas City	AR	71630	0	4
Rogers	Duane	859 POLK RD 21		COVE	AR	71937	9581	2
Nowden	David	1131 Nw H St		Bentonville	AR	72712	0	1
Goodwin	Hattie	802 I St.		North Little Rock	AR	72114	0	2
Henagan	Tommie	10434 W. 36th Apt. 14D		Little Rock	AR	72204	0	2
Henagan	James	628 Hempstead 207		Prescott	AR	71857	0	1
Massey	Michael	628 Hempstead 207		Prescott	AR	71857	0	1
Ellis	Donna	1410 S.Tyler		Little Rock	AR	72204	0	1
Smart	Kelly	2533 N. Litchfield Lane		Fayetteville	AR	72703	0	4
Mitchell	Gregory	209 Thompson		Ei Dorado	AR	71730	0	3
	Tami	Kerr Photography	1710 N. Main St.	Searcy	AR	72143	0	3

WeeklyMembers

Laubon	Philip	121 Ashley 120 Road	Hamburg	AR	71646	0	1
Melhart	Walter	15419 Putman Road	Rogers	AR	72756	0	1
Adams	Christina	606 Edna Street	Fayetteville	AR	72703	0	3
Donaldson	Samuel	5263 Guy Terry Rd	Springdale	AR	72764	0	2
Gardner	George	2506 S Lakeshore Drive	Lake Village	AR	71653	0	2
Oates	J	P O Box 192	Mena	AR	71953	0	2
Carter	James	115 Shamrock Lane	Hot Springs	AR	71913	0	2
Martin	Debra	8582 Oakland Road	Oakland	AR	72661	9136	2
Goodwin	Bobbie	P O Box 27	Willisville	AR	71864	0	2
Lamkin	Carolyn	Lamkin Oil	Stephens	AR	71764	0	2
Lamkin	Troy	Lamkin Oil	Stephens	AR	71764	0	1
Reynolds	Ronnie	609 Godfrey Ave.	White Hall	AR	71602	0	2
Pitcock	Karen	8041 Portwood Lane	Rogers	AR	72756	6399	2
Dorton	Ronald	170 Dawson Road	Eudora	AR	71640	0	3
Brouillette	Charles	6217 Navajo Trail	North Little Rock	AR	72116	0	4
Knapp	Robert	7 Table Rock Drive	Eureka Springs	AR	72631	0	4
Hernandez	Marla	601 W Easy Apt. J4	Rogers	AR	72756	0	2
Dave	Malvin	169 Bethel Ame Rd	Bigelow	AR	72016	0	4
Hernandez	Rosa	444 Village Ln	Springdale	AR	72764	0	5
Merechka	Harry	1004 Pernot	Van Buren	AR	72956	0	1
Spraggins	Glenn	1207 Brownwood	Malvern	AR	72104	0	2
Magar	Glenda	207-B Martin St.	Mena	AR	71953	0	2
Page	Barbara	P.O. Box 1244	Mount Ida	AR	71957	0	2
Hopson	Kathy	3804 Highway 79	Roe	AR	72134	0	3
Lisenby	Tommy	Lisenbys Jewelry Inc	Malvern	AR	72104	3834	2
Bullard	Dana	140 Park Way Place	Pearcy	AR	71964	0	4
Clouse	Patsy	141 Thunderbird Drive #102	Batesville	AR	72501	0	2
Cheatham	Donna	H & W Tank Cleaning Inc	Stephens	AR	71764	0	2
Jumper	James	P O Box 1323	Benton	AR	72015	0	2
Tackett	William	407 Oak Manor Circle	Danville	AR	72833	0	3
Walker	Dennis	11518 Pryor Road	Springdale	AR	72764	0	3
Wilkins	Hilary	19 Dogwood Ridge	Carlisle	AR	72024	0	2
Tressler	Ray	P.O. Box 293	Eureka Springs	AR	72632	0	1
Washington	Beatrice	4805 Alma Hwy	Wheatley	AR	72392	0	2
Coleman	Tona	P.O. Box 82	Van Buren	AR	72956	0	3
Burgess	Martha	789 Rosebud Rd	Guy	AR	72061	0	2
Ingram	James	1824 Main St	Quitman	AR	72131	0	1
Eaton	Jimmy	PO Box 512	North Little Rock	AR	72114	0	1
Walters	Shelly	51 1/2 Spring St.	West Fork	AR	72774	512	3
Weems	Terri	Po Box 880	Eureka Springs	AR	72632	0	2
Noblin	Judy		Hazen	AR	72064	0	1